

AMENDED IN SENATE MARCH 9, 1999

**SENATE BILL**

**No. 284**

**Introduced by Senator Kelley**

February 2, 1999

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An act to amend Sections 10151.5, 14233, 14250, 14260, 14427, 14461, ~~and 14483~~ 14483, *and 18896.8* of, and to repeal Section 14492.5 of, the Business and Professions Code, to amend Sections 990, 1782, and 1812.214 of the Civil Code, to amend Section 2104 of, and to repeal Section 1018 of, the Code of Civil Procedure, to amend Sections 9403, 9404, 9405, 9406, and 9409 of the Commercial Code, to amend Sections 1502, 1905, 2117, 2205, 5008.6, 6210, 8210, 15800, 16953, 16954, 16959, 16960, 16962, 17060, 17356, 17654, 21304, 24003, and 24004 of, to add Sections 1107.5 and 17375 to, and to repeal Chapter 15 (commencing with Section 17700) of Title 2.5 of, the Corporations Code, to repeal Section 5805 of the Financial Code, to amend Sections 6518 and 12168.5 of, to add Sections 12175, 12176, 12177, 12178, 12178.1, 12179, and 12179.1 to, to repeal Sections 12164.5 and 12164.7 of, and to repeal and add Article 3 (commencing with Section 12180) of Chapter 3 of Part 2 of Division 3 of Title 2 of, the Government Code, to repeal Sections 601, 602, 603, and 604 of the Harbors and Navigation Code, and to repeal Section 21414 of the Public Utilities Code, relating to the Secretary of State.

LEGISLATIVE COUNSEL'S DIGEST

SB 284, as amended, Kelley. Secretary of State.

(1) Existing law authorizes the Secretary of State to charge various fees for the filing, indexing, and furnishing of various

documents and the performance of other functions by the Secretary of State. Existing law, until January 1, 2000, requires that fees collected and interest earned in excess of the authority of the Secretary of State to expend those fees and interest pursuant to the annual ~~Budge~~ *Budget* Act, up to \$2,000,000 at the end of each fiscal year, be transferred from the Secretary of State's Business Fees Fund to the Business Reinvestment Fund. Existing law, until January 1, 2000, requires any additional excess fees and interest earned be transferred to the General Fund at the end of each fiscal year. Existing law, as of January 1, 2000, requires that all fees collected and interest earned in excess of the authority of the Secretary of State to expend those fees and interest pursuant to the annual Budget Act be transferred to the General Fund at the end of each fiscal year.

This bill would consolidate the statutory fees for various business programs in the Government Code and revise certain of those fees. This bill would require that all fees collected and interest earned in excess of the authority of the Secretary of State to expend those fees and interest pursuant to the annual Budget Act be transferred to the Business Programs Account established within the Business Fees Fund, and be used, upon appropriation by the Legislature, for the support of the programs for which the fees are collected.

(2) Existing law requires every corporation to file, within 90 days after the filing of its original articles of incorporation and annually thereafter, a statement of general information and a designation of an agent for the service of process with the Secretary of State. Existing law requires every limited liability company and every foreign limited liability company registered to transact intrastate business in this state to file, within 90 days after the filing of its original articles of organization and annually thereafter, a statement of general information and a designation of an agent for the service of process with the Secretary of State.

This bill would require a corporation, limited liability company, and foreign limited liability company to file this statement biennially and would permit changes to be filed to these statements without charge until the next filing is due.



(3) Existing law designates the Secretary of State as the agent for service of process for various purposes, including, but not limited to, nonresident applicants for real estate licenses, sellers of seller-assisted marketing plans, registration of savings and loan holding companies, and nonresidents with respect to the use of watercraft or ownership of aircraft.

This bill would delete the requirement that the Secretary of State be named the agent for service of process under these provisions of law.

(4) Existing law authorizes the Secretary of State to file or record any document by using automated data processing, telecommunications, and other information technologies that do not permit additions, deletions, or changes in the original document.

This bill would authorize the Secretary of State to adopt rules and regulations to authorize the electronic filing of any documents required to be filed with the Secretary of State under any law administered by the Secretary of State. This bill would authorize the filing officer to employ a system of microphotography, optical disk, or reproduction by other techniques, which do not permit additions, deletions, or changes to the original documents.

(5) Existing law provides procedures for the merger of corporations.

This bill would require a surviving domestic corporation in a merger to assume the tax liability of a domestic disappearing corporation and would authorize the Secretary of State under specified circumstances to file a corporate merger without the certificate of satisfaction of the Franchise Tax Board and to notify the board of the merger.

(6) Existing law requires that a notice be filed with the Secretary of State in the event a registered limited liability partnership or a foreign limited partnership ceases to be a limited liability partnership.

This bill would require a tax clearance certificate issued by the Franchise Tax Board to be filed with the notice.

(7) Existing law, in an uncodified provision, provides that nothing in specified laws that amend the Beverly-Killea Limited Liability Company Act, is to be construed to permit

a domestic or foreign limited liability company to render professional services.

This bill would codify that provision.

Vote: majority. Appropriation: no. Fiscal committee: yes. State-mandated local program: no.

*The people of the State of California do enact as follows:*

1 SECTION 1. Section 10151.5 of the Business and  
2 Professions Code is amended to read:

3 10151.5. (a) An applicant who is not a resident of this  
4 state shall be eligible for a real estate license provided (1)  
5 the applicant qualifies for licensure under this chapter,  
6 including Section 10162, and (2) the state or other  
7 jurisdiction that is the place of residence of the applicant  
8 permits a resident of California to qualify for and obtain  
9 a real estate license in that jurisdiction.

10 (b) A foreign corporation shall be exempt from the  
11 eligibility requirement set forth in clause (2) of  
12 subdivision (a) if, and for so long as, at least one of the  
13 officers of the corporation who is designated and licensed  
14 as a real estate broker pursuant to Section 10158 or 10211  
15 is a resident of this state.

16 (c) Every nonresident applicant for a real estate  
17 license shall, along with his or her application, file with  
18 the Real Estate Commissioner an irrevocable consent  
19 that if in any action commenced against him or her in this  
20 state, personal service of process upon him or her cannot  
21 be made in this state after the exercise of due diligence,  
22 a valid service may thereupon be made upon the  
23 applicant by delivering the process to the Department of  
24 Real Estate.

25 SEC. 2. Section 14233 of the Business and Professions  
26 Code is amended to read:

27 14233. The application for registration shall be  
28 accompanied by a filing fee as set forth in subdivision (a)  
29 of Section 12193 of the Government Code.

30 SEC. 3. Section 14250 of the Business and Professions  
31 Code is amended to read:



1 14250. Registration of a mark, as provided by this  
2 chapter, shall be effective for a term of 10 years from the  
3 date of registration and be renewable for 10-year periods,  
4 upon application filed within six months prior to the  
5 expiration of the term. The application for renewal shall  
6 be prescribed by the Secretary of State for that purpose  
7 and shall be submitted with the fee as set forth in  
8 subdivision (c) of Section 12193 of the Government Code.

9 A mark registration may be renewed for successive  
10 periods of 10 years in like manner.

11 SEC. 4. Section 14260 of the Business and Professions  
12 Code is amended to read:

13 14260. Any mark and its registration pursuant to this  
14 chapter shall be assignable with the good will of the  
15 business in which the mark is used, or with that part of the  
16 good will of the business connected with the use of and  
17 symbolized by the mark. Assignment information shall be  
18 by instruments in writing duly executed and  
19 acknowledged and may be filed with the Secretary of  
20 State upon the payment of a fee as set forth in subdivision  
21 (b) of Section 12193 of the Government Code. Upon filing  
22 of the assignment, the Secretary of State shall issue in the  
23 name of the assignee a new certificate for the remainder  
24 of the term of the registration or of the last renewal  
25 thereof. An assignment of any registration under this  
26 chapter shall be void as against any subsequent purchaser  
27 for valuable consideration without notice, unless it is filed  
28 with the Secretary of State within three months after the  
29 date thereof or prior to the subsequent purchase.

30 SEC. 5. Section 14427 of the Business and Professions  
31 Code is amended to read:

32 14427. Any person, who is engaged in the  
33 manufacture, packing, canning, bottling, or selling of any  
34 substance in containers with his or her name, or other  
35 mark or device impressed or produced thereon, or whose  
36 equipment or supplies, owned by and used in his or her  
37 business, bears a name or other mark or device impressed  
38 or produced thereon, may file in the office of the  
39 Secretary of State after payment of the fee set forth in  
40 subdivision (d) of Section 12193 of the Government

1 Code, a description of the name, mark, or device so used,  
2 as a brand.

3 SEC. 6. Section 14461 of the Business and Professions  
4 Code is amended to read:

5 14461. Any farm owner or lessee in this state may  
6 register the name of his or her farm with the Secretary of  
7 State.

8 ~~The State, and the~~ Secretary of State shall issue a  
9 certificate setting forth the name and location of the farm  
10 and the name of the owner upon payment of the fee as set  
11 forth in subdivision (g) of Section 12193 of the  
12 Government Code.

13 SEC. 7. Section 14483 of the Business and Professions  
14 Code is amended to read:

15 14483. The registrant shall pay to the Secretary of  
16 State for filing each laundry supply designation described  
17 and for issuing a certificate of filing a fee as set forth in  
18 subdivision (e) of Section 12193 of the Government Code,  
19 and to the county clerk a fee of one dollar (\$1) for each  
20 designation described and filed.

21 SEC. 8. Section 14492.5 of the Business and  
22 Professions Code is repealed.

23 *SEC. 8.5. Section 18896.8 of the Business and*  
24 *Professions Code is amended to read:*

25 18896.8. (a) An athlete agent shall pay filing fees in  
26 an amount established pursuant to subdivision (b) of  
27 Section 12195 of the Government Code upon making the  
28 filings required by Sections 18896 and 18896.2.

29 ~~(b) The Secretary of State shall set applicable filing~~  
30 ~~fees in the amounts necessary to generate revenue~~  
31 ~~sufficient to cover the costs of administration of this~~  
32 ~~chapter.~~

33 ~~(c)~~ All fees collected by the Secretary of State under  
34 this chapter shall be paid into the State Treasury and  
35 credited to the Business Fees Fund of the Secretary of  
36 State.

37 SEC. 9. Section 990 of the Civil Code is amended to  
38 read:

39 990. (a) Any person who uses a deceased  
40 personality's name, voice, signature, photograph, or

1 likeness, in any manner, on or in products, merchandise,  
2 or goods, or for purposes of advertising or selling, or  
3 soliciting purchases of, products, merchandise, goods, or  
4 services, without prior consent from the person or  
5 persons specified in subdivision (c), shall be liable for any  
6 damages sustained by the person or persons injured as a  
7 result thereof. In addition, in any action brought under  
8 this section, the person who violated the section shall be  
9 liable to the injured party or parties in an amount equal  
10 to the greater of seven hundred fifty dollars (\$750) or the  
11 actual damages suffered by the injured party or parties,  
12 as a result of the unauthorized use, and any profits from  
13 the unauthorized use that are attributable to the use and  
14 are not taken into account in computing the actual  
15 damages. In establishing these profits, the injured party  
16 or parties shall be required to present proof only of the  
17 gross revenue attributable to the use and the person who  
18 violated the section is required to prove his or her  
19 deductible expenses. Punitive damages may also be  
20 awarded to the injured party or parties. The prevailing  
21 party or parties in any action under this section shall also  
22 be entitled to attorneys' fees and costs.

23 (b) The rights recognized under this section are  
24 property rights, freely transferable, in whole or in part, by  
25 contract or by means of trust or testamentary documents,  
26 whether the transfer occurs before the death of the  
27 deceased personality, by the deceased personality or his  
28 or her transferees, or, after the death of the deceased  
29 personality, by the person or persons in whom the rights  
30 vest under this section or the transferees of that person or  
31 persons.

32 (c) The consent required by this section shall be  
33 exercisable by the person or persons to whom the right of  
34 ~~consent~~, *consent*, or portion thereof, has been  
35 transferred in accordance with subdivision (b), or if no  
36 such transfer has occurred, then by the person or persons  
37 to whom the right of ~~consent~~, *consent*, or portion thereof,  
38 has passed in accordance with subdivision (d).

39 (d) Subject to subdivisions (b) and (c), after the death  
40 of any person, the rights under this section shall belong to

1 the following person or persons and may be exercised, on  
2 behalf of and for the benefit of all of those persons, by  
3 those persons who, in the aggregate, are entitled to more  
4 than a one-half interest in the rights:

5 (1) The entire interest in those rights belong to the  
6 surviving spouse of the deceased personality unless there  
7 are any surviving children or grandchildren of the  
8 deceased personality, in which case one-half of the entire  
9 interest in those rights belong to the surviving spouse.

10 (2) The entire interest in those rights belong to the  
11 surviving children of the deceased personality and to the  
12 surviving children of any dead child of the deceased  
13 personality unless the deceased personality has a  
14 surviving spouse, in which case the ownership of a  
15 one-half interest in rights is divided among the surviving  
16 children and grandchildren.

17 (3) If there is no surviving spouse, and no surviving  
18 children or grandchildren, then the entire interest in  
19 those rights belong to the surviving parent or parents of  
20 the deceased personality.

21 (4) The rights of the deceased personality's children  
22 and grandchildren are in all cases divided among them  
23 and exercisable in the manner provided in Section 240 of  
24 the Probate Code according to the number of the  
25 deceased personality's children represented. The share of  
26 the children of a dead child of a deceased personality can  
27 be exercised only by the action of a majority of them.

28 (e) If any deceased personality does not transfer his or  
29 her rights under this section by contract, or by means of  
30 a trust or testamentary document, and there are no  
31 surviving persons as described in subdivision (d), then  
32 the rights set forth in subdivision (a) shall terminate.

33 (f) (1) A successor-in-interest to the rights of a  
34 deceased personality under this section or a licensee  
35 thereof may not recover damages for a use prohibited by  
36 this section that occurs before the successor-in-interest or  
37 licensee registers a claim of the rights under paragraph  
38 (2).

39 (2) Any person claiming to be a successor-in-interest  
40 to the rights of a deceased personality under this section



1 or a licensee thereof may register that claim with the  
2 Secretary of State on a form prescribed by the Secretary  
3 of State and upon payment of a fee as set forth in  
4 subdivision (d) of Section 12195 of the Government  
5 Code. The form shall be verified and shall include the  
6 name and date of death of the deceased personality, the  
7 name and address of the claimant, the basis of the claim,  
8 and the rights claimed.

9 (3) Upon receipt and after filing of any document  
10 under this section, the Secretary of State may microfilm  
11 or reproduce by other techniques any of the filings or  
12 documents and destroy the original filing or document.  
13 The microfilm or other reproduction of any document  
14 under this section shall be admissible in any court of law.  
15 The microfilm or other reproduction of any document  
16 may be destroyed by the Secretary of State 50 years after  
17 the death of the personality named therein.

18 (4) Claims registered under this subdivision shall be  
19 public records.

20 (g) No action shall be brought under this section by  
21 reason of any use of a deceased personality's name, voice,  
22 signature, photograph, or likeness occurring after the  
23 expiration of 50 years from the death of the deceased  
24 personality.

25 (h) As used in this section, "deceased personality"  
26 means any natural person whose name, voice, signature,  
27 photograph, or likeness has commercial value at the time  
28 of his or her death, whether or not during the lifetime of  
29 that natural person the person used his or her name,  
30 voice, signature, photograph, or likeness on or in  
31 products, merchandise or goods, or for purposes of  
32 advertising or selling, or solicitation of purchase of,  
33 products, merchandise, goods—~~or service~~, or services. A  
34 "deceased personality" shall include, without limitation,  
35 any such natural person who has died within 50 years  
36 prior to January 1, 1985.

37 (i) As used in this section, "photograph" means any  
38 photograph or photographic reproduction, still or  
39 moving, or any video tape or live television transmission,  
40 of any person, such that the deceased personality is

1 readily identifiable. A deceased personality shall be  
2 deemed to be readily identifiable from a photograph  
3 when one who views the photograph with the naked eye  
4 can reasonably determine who the person depicted in the  
5 photograph is.

6 (j) For purposes of this section, a use of a name, voice,  
7 signature, photograph, or likeness in connection with any  
8 news, public affairs, or sports broadcast or account, or any  
9 political campaign, shall not constitute a use for which  
10 consent is required under subdivision (a).

11 (k) The use of a name, voice, signature, photograph, or  
12 likeness in a commercial medium shall not constitute a  
13 use for which consent is required under subdivision (a)  
14 solely because the material containing the use is  
15 commercially sponsored or contains paid advertising.  
16 Rather, it shall be a question of fact whether or not the use  
17 of the deceased personality's name, voice, signature,  
18 photograph, or likeness was so directly connected with  
19 the commercial sponsorship or with the paid advertising  
20 as to constitute a use for which consent is required under  
21 subdivision (a).

22 (l) Nothing in this section shall apply to the owners or  
23 employees of any medium used for advertising,  
24 including, but not limited to, newspapers, magazines,  
25 radio and television networks and stations, cable  
26 television systems, billboards, and transit ads, by whom  
27 any advertisement or solicitation ~~is~~ *in* violation of this  
28 section is published or disseminated, unless it is  
29 established that the owners or employees had knowledge  
30 of the unauthorized use of the deceased personality's  
31 name, voice, signature, photograph, or likeness as  
32 prohibited by this section.

33 (m) The remedies provided for in this section are  
34 cumulative and shall be in addition to any others  
35 provided for by law.

36 (n) This section shall not apply to the use of a deceased  
37 personality's name, voice, signature, photograph, or  
38 likeness, in any of the following instances:

39 (1) A play, book, magazine, newspaper, musical  
40 composition, film, radio or television program, other than

1 an advertisement or commercial announcement not  
2 exempt under paragraph (4).

3 (2) Material that is of political or newsworthy value.

4 (3) Single and original works of fine art.

5 (4) An advertisement or commercial announcement  
6 for a use permitted by paragraph (1), (2), or (3).

7 SEC. 10. Section 1782 of the Civil Code is amended to  
8 read:

9 1782. (a) Thirty days or more prior to the  
10 commencement of an action for damages pursuant to this  
11 title, the consumer shall do the following:

12 (1) Notify the person alleged to have employed or  
13 committed methods, acts, or practices declared unlawful  
14 by Section 1770 of the particular alleged violations of  
15 Section 1770.

16 (2) Demand that the person correct, repair, replace,  
17 or otherwise rectify the goods or services alleged to be in  
18 violation of Section 1770.

19 The notice shall be in writing and shall be sent by  
20 certified or registered mail, return receipt requested, to  
21 the place where the transaction occurred; *or to* the  
22 person's principal place of business within California.

23 (b) Except as provided in subdivision (c), no action for  
24 damages may be maintained under Section 1780 if an  
25 appropriate correction, repair, replacement, or other  
26 remedy is given, or agreed to be given within a  
27 reasonable time, to the consumer within 30 days after  
28 receipt of the notice.

29 (c) No action for damages may be maintained under  
30 Section 1781 upon a showing by a person alleged to have  
31 employed or committed methods, acts, or practices  
32 declared unlawful by Section 1770 that all of the following  
33 exist:

34 (1) All consumers similarly situated have been  
35 identified, or a reasonable effort to identify such other  
36 consumers has been made.

37 (2) All consumers so identified have been notified that  
38 upon their request the person shall make the appropriate  
39 correction, repair, replacement, or other remedy of the  
40 goods and services.

1 (3) The correction, repair, replacement, or other  
2 remedy requested by the consumers has been, or, in a  
3 reasonable time, shall be, given.

4 (4) The person has ceased from engaging, or if  
5 immediate cessation is impossible or unreasonably  
6 expensive under the circumstances, the person will,  
7 within a reasonable time, cease to engage, in the methods,  
8 act, or practices.

9 (d) An action for injunctive relief brought under the  
10 specific provisions of Section 1770 may be commenced  
11 without compliance with subdivision (a). Not less than 30  
12 days after the commencement of an action for injunctive  
13 relief, and after compliance with subdivision (a), the  
14 consumer may amend his or her complaint without leave  
15 of court to include a request for damages. The  
16 appropriate provisions of subdivision (b) or (c) shall be  
17 applicable if the complaint for injunctive relief is  
18 amended to request damages.

19 (e) Attempts to comply with this section by a person  
20 receiving a demand shall be construed to be an offer to  
21 compromise and shall be inadmissible as evidence  
22 pursuant to Section 1152 of the Evidence Code.  
23 Furthermore, these attempts to comply with a demand  
24 shall not be considered an admission of engaging in an act  
25 or practice declared unlawful by Section 1770. Evidence  
26 of compliance or attempts to comply with this section  
27 may be introduced by a defendant for the purpose of  
28 establishing good faith or to show compliance with this  
29 section.

30 SEC. 11. Section 1812.214 of the Civil Code is  
31 amended to read:

32 1812.214. (a) Every seller of seller-assisted marketing  
33 plans other than a California corporation shall file with  
34 the Attorney General an irrevocable consent appointing  
35 the Attorney General or successor in office to act as the  
36 seller's attorney to receive service or any lawful process  
37 in any noncriminal suit, action, or proceeding against the  
38 seller or the seller's successor, executor, or administrator,  
39 that may arise under this title. When service is made upon  
40 the Attorney General, it shall have the same force and

1 validity as if served personally on the seller. Service may  
2 be made by leaving a copy of the process in the office of  
3 the Attorney General, but it shall not be effective unless:

4 (1) The plaintiff forthwith sends by first-class mail a  
5 notice of the service upon the Attorney General and a  
6 copy of the process to the defendant or respondent at the  
7 last address on file with the Attorney General; and

8 (2) The plaintiff's affidavit of compliance with this  
9 section is filed in the case on or before the return date of  
10 the process, if any, or within such further time as the court  
11 allows.

12 (b) If, pursuant to subdivision (c) of Section 1812.204,  
13 a seller must obtain a surety bond or establish a trust  
14 account, the following procedures apply:

15 (1) If a bond is obtained, a copy of it shall be filed with  
16 the Attorney General; if a trust account is established,  
17 notification of the depository, the trustee, and the  
18 account number shall be filed with the Attorney General.

19 (2) The bond or trust account required shall be in  
20 favor of the State of California for the benefit of any  
21 person who is damaged by any violation of this title or by  
22 the seller's breach of a contract subject to this title or of  
23 any obligation arising therefrom. The trust account shall  
24 also be in favor of any person damaged by these practices.

25 (3) Any person claiming against the trust account for  
26 a violation of this title may maintain an action at law  
27 against the seller and the trustee. The surety or trustee  
28 shall be liable only for actual damages and not the  
29 punitive damages permitted under Section 1812.218. The  
30 aggregate liability of the trustee to all persons damaged  
31 by a seller's violation of this title shall in no event exceed  
32 the amount of the trust account.

33 (4) The bond or the trust account shall be in an amount  
34 equal to the total amount of the "initial payment" section  
35 of all seller-assisted marketing plan contracts the seller  
36 has entered into during the previous year or three  
37 hundred thousand dollars (\$300,000), whichever is less,  
38 but in no case shall the amount be less than fifty thousand  
39 dollars (\$50,000). The amount required shall be adjusted  
40 twice a year, no later than the tenth day of the first month

1 of the seller's fiscal year and no later than the tenth day  
2 of the seventh month of the seller's fiscal year. A seller  
3 need only establish a bond or trust account in the amount  
4 of fifty thousand dollars (\$50,000) at the commencement  
5 of business and during the first six months the seller is in  
6 business. By the tenth day of the seller's seventh month  
7 in business, the amount of the bond or trust account shall  
8 be established as provided for herein as if the seller had  
9 been in business for a year.

10 (c) If, pursuant to subdivision (b) of Section 1812.210,  
11 a seller utilizes an escrow account to receive those  
12 portions of the downpayment in excess of 20 percent of  
13 the initial payment before delivery to the purchaser of  
14 the equipment, supplies, or products or services to be  
15 furnished under the terms of the contract, the following  
16 procedures shall apply:

17 (1) The holder of the escrow account shall be  
18 independent of the seller, and the seller shall not have any  
19 authority to direct disbursements from the escrow  
20 account by the holder except upon written notification by  
21 the purchaser to the holder of the escrow account of the  
22 delivery of the equipment, supplies, or products as  
23 required by and within the time limits set forth in the  
24 seller-assisted marketing plan contract.

25 (2) The name and address of the escrow  
26 accountholder, the name of the institution, the branch  
27 and account number of the escrow account shall be  
28 reported to the Attorney General by the seller.

29 (3) Any person claiming against the escrow account  
30 for a violation of this title may maintain an action at law  
31 against the seller and the escrow accountholder. The  
32 escrow accountholder shall be liable only for actual  
33 damages and not the punitive damages permitted under  
34 Section 1812.218. The aggregate liability of the escrow  
35 accountholder to all persons damaged by a seller's  
36 violation of this title shall in no event exceed the amount  
37 of the escrow account.

38 SEC. 12. Section 1018 of the Code of Civil Procedure  
39 is repealed.

1 SEC. 13. Section 2104 of the Code of Civil Procedure  
2 is amended to read:

3 2104. The fee charged for recording and indexing  
4 each notice of lien or certificate or notice affecting the  
5 lien filed with the county recorder shall be the same as  
6 those established by Article 5 (commencing with Section  
7 27360) of Chapter 6 of Part 3 of Division 2 of Title 3 of the  
8 Government Code for the recording and indexing of  
9 documents.

10 The fee for filing and indexing each notice of lien or  
11 certificate or notice affecting the lien with the office of  
12 the Secretary of State is set forth in subdivision (a) of  
13 Section 12194 of the Government Code.

14 The officer shall bill the district directors of internal  
15 revenue or other appropriate federal officials on a  
16 monthly basis for fees for documents recorded or filed by  
17 the county recorder or the Secretary of State.

18 SEC. 14. Section 9403 of the Commercial Code is  
19 amended to read:

20 9403. (1) Presentation for filing of a financing  
21 statement, tender of the filing fee and acceptance of the  
22 statement by the filing officer constitutes filing under this  
23 division.

24 (2) Except as provided in subdivision (6), a filed  
25 financing statement is effective for a period of five years  
26 from the date of filing. The effectiveness of a filed  
27 financing statement lapses on the expiration of the  
28 five-year period unless a continuation statement is filed  
29 prior to the lapse. Upon the lapse the security interest  
30 becomes unperfected unless it is perfected without filing.  
31 If the security interest becomes unperfected upon lapse,  
32 it is deemed to have been unperfected as against a person  
33 who became a purchaser or lien creditor before lapse.  
34 Upon lapse of a fixture filing, it is deemed to have been  
35 ineffective as against a person who became a purchaser  
36 or lien creditor before lapse.

37 (3) A continuation statement may be filed by the  
38 secured party of record within six months prior to the  
39 expiration of the five-year period specified in subdivision  
40 (2). ~~Any such~~ The continuation statement must be signed



1 by the secured party of record, identify the original  
2 statement by file number thereof, and state that the  
3 original statement is continued. A continuation  
4 statement filed to continue the effectiveness of a  
5 financing statement filed as a fixture filing (Section 9313)  
6 is not effective unless the following requirements are  
7 met:

8 (a) If the debtor did not have an interest of record in  
9 the real estate as of the date of the filing of the original  
10 statement, the continuation statement shall contain the  
11 name of a record owner of the real estate as of the date  
12 of the filing of the original statement.

13 (b) The continuation statement shall contain  
14 substantially the following statement: "This continuation  
15 statement is filed to continue the effectiveness of a  
16 financing statement filed as a fixture filing." The  
17 continuation statement shall clearly indicate the intent to  
18 continue the effectiveness of a financing statement as a  
19 fixture filing.

20 Upon timely filing of the continuation statement, the  
21 effectiveness of the original statement is continued for  
22 five years after the last date to which the filing was  
23 effective whereupon it lapses in the same manner as  
24 provided in subdivision (2) unless another continuation  
25 statement is filed prior to the lapse. Succeeding  
26 continuation statements may be filed in the same manner  
27 to continue the effectiveness of the original statement.  
28 The filing officer may remove a lapsed financing  
29 statement and related filings from the files and destroy  
30 them immediately if he or she has retained a microfilm  
31 or other photographic record, or in other cases after one  
32 year after the lapse. The filing officer shall so arrange  
33 matters by physical annexation of financing statements to  
34 continuation statements or other related filings, or by  
35 other means, that if he or she physically destroys the  
36 financing statements of a period more than five years  
37 past, those ~~which~~ *that* have been continued by a  
38 continuation statement or that are still effective under  
39 subdivision (6) shall be retained. The filing officer shall  
40 not destroy a financing statement and related filings as to



1 which he or she has received written notice that there is  
2 an action pending relative thereto.

3 (4) Except as provided in subdivision (7) a filing  
4 officer shall mark each financing statement with a  
5 consecutive file number and with the date and time of  
6 filing and shall hold the statement or a microfilm or other  
7 photographic copy thereof for public inspection. In  
8 addition, the filing officer shall index the statement  
9 according to the name of the debtor and shall note in the  
10 index the file number and the address of the debtor given  
11 in this statement. The filing officer shall mark each  
12 continuation statement with the date and time of filing  
13 and shall index the same under the file number of the  
14 original financing statement.

15 (5) The uniform fee for filing, indexing, and furnishing  
16 filing data (subdivision (1) of Section 9407) for an original  
17 financing statement, an amendment, or a continuation  
18 statement is set forth in subdivision (b) of Section 12194  
19 of the Government Code.

20 (6) If the debtor is a transmitting utility (subdivision  
21 (5) of Section 9401) and a filed financing statement so  
22 states, it is effective until a termination statement is filed.  
23 A real estate mortgage that is effective as a fixture filing  
24 under subdivision (6) of Section 9402 remains effective as  
25 a fixture filing until the mortgage is released or satisfied  
26 of record or its effectiveness otherwise terminates as to  
27 the real estate.

28 (7) A financing or continuation statement covering  
29 collateral described in paragraph (b) of subdivision (1)  
30 of Section 9401 or filed as a fixture filing shall be recorded  
31 and indexed by the filing officer in the real property index  
32 of grantors under the name of the debtor and any owner  
33 of record shown on the financing statement. A financing  
34 or continuation statement so recorded and indexed and  
35 containing a description of real property affected thereby  
36 shall constitute constructive notice from the time of its  
37 acceptance for recording to any purchaser or  
38 encumbrancer of the real property of the security  
39 interest in such collateral.

1 SEC. 15. Section 9404 of the Commercial Code is  
2 amended to read:

3 9404. (1) Whenever there is no outstanding secured  
4 obligation and no commitment to make advances, incur  
5 obligations, or otherwise give value, the secured party of  
6 record must on written demand by the debtor send the  
7 debtor a statement that he or she no longer claims a  
8 security interest under the financing statement, which  
9 shall be identified by file number. If the affected secured  
10 party of record fails to send a termination statement  
11 within 10 days after proper demand therefor he or she  
12 shall be liable to the debtor for all actual damages suffered  
13 by the debtor by reason of that failure, and if the failure  
14 is in bad faith for a penalty of one hundred dollars (\$100).

15 (2) The filing officer shall mark each such termination  
16 statement with the date and time of filing and shall index  
17 the same under the name of the debtor and under the file  
18 number of the original financing statement. If the filing  
19 officer has a microfilm or other photographic record of  
20 the financing statement and related filings, the filing  
21 officer may remove the originals from the files at any time  
22 after receipt of the termination statement and destroy  
23 them, or if he or she has no such record, he or she may  
24 remove them from his or her files at any time after one  
25 year after receipt of the termination statement and  
26 destroy them.

27 (3) The uniform fee for filing, indexing and furnishing  
28 filing data (subdivision (1) of Section 9407) for a  
29 termination statement is set forth in subdivision (b) of  
30 Section 12194 of the Government Code.

31 SEC. 16. Section 9405 of the Commercial Code is  
32 amended to read:

33 9405. (1) A secured party of record may by a writing  
34 release his or her security interest in all or a part of the  
35 collateral covered by a filed financing statement. A  
36 statement of release is sufficient if it is signed by the  
37 secured party of record and contains a statement  
38 describing the collateral being released, the name of the  
39 debtor, and the file number of the original financing  
40 statement.

(2) The filing officer shall mark each such statement with the date and time of filing and index the same under the name of the debtor and under the file number of the original financing statement.

(3) The uniform fee for filing, indexing and furnishing filing data (subdivision (1) of Section 9407) for a statement of release on a form conforming to standards prescribed by the Secretary of State is set forth in subdivision (b) of Section 12194 of the Government Code.

SEC. 17. Section 9406 of the Commercial Code is amended to read:

9406. (1) If a secured party assigns all or part of his or her security interest in all or part of collateral covered by a filed financing statement, a statement of assignment may be filed. The statement shall be signed by the secured party and shall give the name and mailing address of the assignee, the names of the assignor secured party and the debtor, the file number of the original financing statement, and, if the assignment is less than a full assignment of all of the security interest in all of the collateral covered by the filed financing statement, a description of the collateral affected by the assignment.

(2) The filing officer shall mark each such statement of assignment with the date and time of filing and shall index the same under the name of the debtor and under the file number of the original financing statement.

(3) A statement of assignment may be filed at the time of the filing of the financing statement, in which event the filing officer shall first file the financing statement and index the assignment under the name of the debtor and under the file number given the financing statement. An assignment endorsed on the financing statement before it is filed with the filing officer need not be indexed by the filing officer.

(4) The uniform fee for filing, indexing, and furnishing filing data (subdivision (1) of Section 9407) for a separate statement of assignment is set forth in subdivision (b) of Section 12194 of the Government Code.

(5) Whenever a continuation statement, an amendment to a financing statement, a termination

1 statement, a statement of release, or a statement of  
2 assignment signed by one other than the secured party of  
3 record is presented for filing it must be accompanied by  
4 a statement of assignment signed by the secured party of  
5 record covering the collateral to which the continuation  
6 statement, amendment, termination statement, release,  
7 or assignment applies.

8 (6) Wherever in this code reference is made to the  
9 secured party of record it means the secured party named  
10 in the original financing statement or, if a statement of  
11 assignment has been filed, or an assignee has been named  
12 in the financing statement before it is filed, the assignee  
13 of the security interest in the collateral affected. Any  
14 continuation statement, amendment to a financing  
15 statement, termination statement, statement of release,  
16 or statement of assignment signed by one other than the  
17 secured party of record as to the collateral affected  
18 thereby shall be ineffective for any purpose except as  
19 between the parties thereto.

20 SEC. 18. Section 9409 of the Commercial Code is  
21 amended to read:

22 9409. (a) Upon request of any person, the Secretary  
23 of State shall issue a combined certificate showing the  
24 information as to financing statements as specified in  
25 Section 9407, the information as to state tax liens as  
26 specified in Section 7226 of the Government Code, the  
27 information as to attachment liens as specified in Sections  
28 488.375 and 488.405 of the Code of Civil Procedure, the  
29 information as to judgment liens as specified in Section  
30 697.580 of the Code of Civil Procedure, and the  
31 information as to federal liens as specified in Section 2103  
32 of the Code of Civil Procedure.

33 (b) The fee for the certificate is set forth in Section  
34 12183 of the Government Code. The fee for copies is set  
35 forth in Section 12182 of the Government Code.

36 SEC. 19. Section 1107.5 is added to the Corporations  
37 Code, to read:

38 1107.5. (a) Upon merger pursuant to this chapter, a  
39 surviving domestic corporation shall assume the liability  
40 of a domestic disappearing corporation (1) to prepare

1 and file, or to cause to be prepared and filed, tax and  
2 information returns otherwise required of the domestic  
3 disappearing corporation under the Bank and  
4 Corporation Tax Law (Part 11 (commencing with  
5 Section 23001) of Division 2 of the Revenue and Taxation  
6 Code) and (2) to pay any tax liability determined to be  
7 due.

8 (b) Notwithstanding Sections 1103, 1108, and 1110 of  
9 this code and Section 23334 of the Revenue and Taxation  
10 Code, if (1) the articles of incorporation of a domestic  
11 disappearing corporation were filed 60 days or less prior  
12 to the date of filing of the merger and (2) the surviving  
13 corporation is a domestic corporation, the Secretary of  
14 State shall file the merger without the certificate of  
15 satisfaction of the Franchise Tax Board and shall notify  
16 the Franchise Tax Board of the merger.

17 SEC. 20. Section 1502 of the Corporations Code is  
18 amended to read:

19 1502. (a) Every corporation shall file, within 90 days  
20 after the filing of its original articles and biennially  
21 thereafter during the applicable filing period, on a form  
22 prescribed by the Secretary of State, a statement  
23 containing all of the following:

24 (1) The names and complete business or residence  
25 addresses of its incumbent directors.

26 (2) The number of vacancies on the board, if any.

27 (3) The names and complete business or residence  
28 addresses of its chief executive officer, secretary, and  
29 chief financial officer.

30 (4) The street address of its principal executive office.

31 (5) ~~The~~ *If the* address of its principal executive office  
32 is not in this state, the street address of its principal  
33 business office in this state, if any.

34 (6) A statement of the general type of business that  
35 constitutes the principal business activity of the  
36 corporation (for example, manufacturer of aircraft;  
37 wholesale liquor distributor; *or* retail department store).

38 (b) The statement required by subdivision (a) shall  
39 also designate, as the agent of the corporation for the  
40 purpose of service of process, a natural person residing in

1 this state or a corporation that has complied with Section  
2 1505 and whose capacity to act as an agent has not  
3 terminated. If a natural person is designated, the  
4 statement shall set forth that person's complete business  
5 or residence address. If a corporate agent is designated,  
6 no address for it shall be set forth.

7 (c) If there has been no change in the information in  
8 the last filed statement of the corporation on file in the  
9 Secretary of State's office, the corporation may, in lieu of  
10 filing the statement required by subdivisions (a) and (b),  
11 advise the Secretary of State, on a form prescribed by the  
12 Secretary of State, that no changes in the required  
13 information have occurred during the applicable filing  
14 period.

15 (d) For the purposes of this section, the applicable  
16 filing period for a corporation shall be the calendar month  
17 during which its original articles were filed and the  
18 immediately preceding five calendar months. The  
19 Secretary of State shall mail a form for compliance with  
20 this section to each corporation approximately three  
21 months prior to the close of the applicable filing period.  
22 The form shall state the due date thereof and shall be  
23 mailed to the last address of the corporation according to  
24 the records of the Secretary of State. The failure of the  
25 corporation to receive the form is not an excuse for failure  
26 to comply with this section.

27 (e) Whenever any of the information required by  
28 subdivision (a) is changed, the corporation may file a  
29 current statement containing all the information  
30 required by subdivisions (a) and (b). In order to change  
31 its agent for service of process or the address of the agent,  
32 the corporation must file a current statement containing  
33 all the information required by subdivisions (a) and (b).  
34 Whenever any statement is filed pursuant to this section,  
35 it supersedes any previously filed statement and the  
36 statement in the articles as to the agent for service of  
37 process and the address of the agent.

38 (f) The Secretary of State may destroy or otherwise  
39 dispose of any statement filed pursuant to this section

1 after it has been superseded by the filing of a new  
2 statement.

3 (g) This section shall not be construed to place any  
4 person dealing with the corporation on notice of, or under  
5 any duty to inquire about, the existence or content of a  
6 statement filed pursuant to this section.

7 SEC. 21. Section 1905 of the Corporations Code is  
8 amended to read:

9 1905. (a) When a corporation has been completely  
10 wound up without court proceedings therefor, a majority  
11 of the directors then in office shall sign and verify a  
12 certificate of dissolution stating:

13 (1) That the corporation has been completely wound  
14 up.

15 (2) That its known debts and liabilities have been  
16 actually paid, or adequately provided for, or paid or  
17 adequately provided for as far as its assets permitted, or  
18 that it has incurred no known debts or liabilities, as the  
19 case may be. If there are known debts or liabilities for  
20 payment of which adequate provision has been made, the  
21 certificate shall state what provision has been made,  
22 setting forth the name and address of the corporation,  
23 person or governmental agency that has assumed or  
24 guaranteed the payment, or the name and address of the  
25 depository with which deposit has been made or ~~such~~ any  
26 other information ~~as~~ that may be necessary to enable the  
27 creditor or other person to whom payment is to be made  
28 to appear and claim payment of the debt or liability.

29 (3) That the tax liability will be satisfied on a taxes paid  
30 basis or that a person or corporation or other business  
31 entity assumes the tax liability, if any, of the dissolving  
32 corporation as security for the issuance of a tax clearance  
33 certificate from the Franchise Tax Board and is  
34 responsible for additional corporate taxes, if any, that are  
35 assessed and that become due after the date of the  
36 assumption of the tax liability.

37 (4) That its known assets have been distributed to the  
38 persons entitled thereto or that it acquired no known  
39 assets, as the case may be.

40 (5) That the corporation is dissolved.



1 (6) If no certificate of election is to be filed pursuant  
2 to subdivision (c) of Section 1901, that the election to  
3 dissolve was made by the vote of all the outstanding  
4 shares.

5 (b) The assumption agreement specified in paragraph  
6 (3) of subdivision (a) shall be submitted to the Secretary  
7 of State for transmittal to the Franchise Tax Board. The  
8 statement provided for in paragraph (3) of subdivision  
9 (a) need not be set forth in the certificate if the  
10 assumption agreement specified therein is submitted to  
11 the Secretary of State with the certificate.

12 (c) The certificate of dissolution shall be filed with the  
13 Secretary of State and thereupon the corporate powers,  
14 rights, and privileges of the corporation shall cease. The  
15 Secretary of State shall notify the Franchise Tax Board of  
16 the filing and shall forward to the Franchise Tax Board  
17 any statement of assumption of tax liability  
18 accompanying the certificate of dissolution. The  
19 Franchise Tax Board shall determine from the available  
20 evidence whether or not all taxes imposed on the  
21 corporation pursuant to Part 11 (commencing with  
22 Section 23001) of Division 2 of the Revenue and Taxation  
23 Code have been paid or secured and shall notify the  
24 taxpayer of any outstanding tax liability and the necessity  
25 of satisfying the liability. The Franchise Tax Board shall  
26 notify the Secretary of State when all taxes imposed on  
27 the corporation pursuant to Part 11 (commencing with  
28 Section 23001) of Division 2 of the Revenue and Taxation  
29 Code have been paid or secured, at which time the  
30 corporation shall be dissolved as of the date of filing the  
31 certificate of dissolution and thereupon its corporate  
32 existence shall cease.

33 (d) When a corporation files a certificate of dissolution  
34 the Secretary of State shall notify the corporation that the  
35 corporation will be dissolved as of the date of filing only  
36 if the Franchise Tax Board notifies the Secretary of State  
37 that all taxes imposed on the corporation pursuant to Part  
38 11 (commencing with Section 23001) of Division 2 of the  
39 Revenue and Taxation Code have been paid or secured.



1 SEC. 22. Section 2117 of the Corporations Code is  
2 amended to read:

3 2117. (a) Every foreign corporation (other than a  
4 foreign association) qualified to transact intrastate  
5 business shall file, biennially during the applicable filing  
6 period, on a form prescribed by the Secretary of State, a  
7 statement containing: (1) the names and complete  
8 business or residence addresses of its chief executive  
9 officer, secretary, and chief financial officer; (2) the  
10 street address of its principal executive office; (3) the  
11 street address of its principal business office in this state,  
12 if any; and (4) a statement of the general type of business  
13 that constitutes the principal business activity of the  
14 corporation (for example, manufacturer of aircraft;  
15 wholesale liquor distributor; *or* retail department store).  
16 If the officers of the corporation use other titles, the  
17 statement shall include the officers performing  
18 comparable duties under other titles. If the corporation  
19 has no officers, or has no officers who are natural persons,  
20 the statement shall include the names of natural persons  
21 performing comparable duties for the corporation  
22 pursuant to a management contract or other  
23 arrangement.

24 (b) The statement required by subdivision (a) shall  
25 also designate, as the agent of the corporation for the  
26 purpose of service of process, a natural person residing in  
27 this state or a corporation that has complied with Section  
28 1505 and whose capacity to act as the agent has not  
29 terminated. If a natural person is designated, the  
30 statement shall set forth the person's complete business  
31 or residence address. If a corporate agent is designated,  
32 no address for it shall be set forth.

33 (c) Whenever any of the information required by  
34 subdivision (a) is changed, the corporation may file a  
35 current statement containing all the information  
36 required by subdivisions (a) and (b). In order to change  
37 its agent for service of process or the address of the agent,  
38 the corporation shall file a current statement containing  
39 all the information required by subdivisions (a) and (b).  
40 Whenever any statement is filed pursuant to this section,

1 it supersedes any previously filed statement and the  
2 statement in the filing pursuant to Section 2105.

3 (d) Subdivisions (c), (d), (f), and (g) of Section 1502  
4 apply to statements filed pursuant to this section except  
5 that “articles” shall mean the filing pursuant to Section  
6 2105.

7 SEC. 23. Section 2205 of the Corporations Code is  
8 amended to read:

9 2205. (a) A corporation that (1) fails to file a  
10 statement pursuant to Section 1502 for an applicable  
11 filing period, (2) has not filed a statement pursuant to  
12 Section 1502 during the preceding 24 months, and (3) was  
13 certified for penalty pursuant to Section 2204 for the same  
14 filing period, shall be subject to suspension pursuant to  
15 this section rather than to penalty pursuant to Section  
16 2204.

17 (b) When subdivision (a) is applicable, the Secretary  
18 of State shall mail a notice to the corporation informing  
19 the corporation that its corporate powers, rights, and  
20 privileges will be suspended after 60 days if it fails to file  
21 a statement pursuant to Section 1502.

22 (c) After the expiration of the 60-day period without  
23 any statement filed pursuant to Section 1502, the  
24 Secretary of State shall notify the Franchise Tax Board of  
25 the suspension, and mail a notice of the suspension to the  
26 corporation and thereupon, except for the purpose of  
27 amending the articles of incorporation to set forth a new  
28 name, the corporate powers, rights, and privileges of the  
29 corporation are suspended.

30 (d) A statement pursuant to Section 1502 may be filed  
31 notwithstanding suspension of the corporate powers,  
32 rights, and privileges pursuant to this section or Section  
33 23301 or 23301.5 of the Revenue and Taxation Code. Upon  
34 the filing of a statement pursuant to Section 1502 by a  
35 corporation that has suffered suspension pursuant to this  
36 section, the Secretary of State shall certify that fact to the  
37 Franchise Tax Board and the corporation may thereupon  
38 be relieved from suspension unless the corporation is held  
39 in suspension by the Franchise Tax Board by reason of

1 Section 23301 or 23301.5 of the Revenue and Taxation  
2 Code.

3 SEC. 24. Section 5008.6 of the Corporations Code is  
4 amended to read:

5 5008.6. (a) A corporation that (1) fails to file a  
6 statement pursuant to Section 6210, 8210, or 9660 for an  
7 applicable filing period, (2) has not filed a statement  
8 pursuant to Section 6210, 8210, or 9660 during the  
9 preceding 24 months, and (3) was certified for penalty  
10 pursuant to Section 6810, 8810, or 9690 for the same filing  
11 period, shall be subject to suspension pursuant to this  
12 section rather than to penalty under Section 6810 or 8810.

13 (b) When subdivision (a) is applicable, the Secretary  
14 of State shall mail a notice to the corporation informing  
15 the corporation that its corporate powers, rights, and  
16 privileges will be suspended 60 days from the date of the  
17 notice if the corporation does not file the statement  
18 required by Section 6210, 8210, or 9660.

19 (c) If the 60-day period expires without the delinquent  
20 corporation filing the required statement, the Secretary  
21 of State shall notify the Franchise Tax Board of the  
22 suspension, and mail a notice of the suspension to the  
23 corporation. Thereupon, except for the purpose of  
24 amending the articles of incorporation to set forth a new  
25 name or filing an application for exempt status, the  
26 corporate powers, rights, and privileges of the  
27 corporation are suspended.

28 (d) A statement required by Section 6210, 8210, or 9660  
29 may be filed, notwithstanding suspension of the  
30 corporate powers, rights, and privileges under this  
31 section or under provisions of the Revenue and Taxation  
32 Code. Upon the filing of a statement under Section 6210,  
33 8210, or 9660, by a corporation that has suffered  
34 suspension under this section, the Secretary of State shall  
35 certify that fact to the Franchise Tax Board and the  
36 corporation may thereupon, in accordance with Section  
37 23305a of the Revenue and Taxation Code, be relieved  
38 from suspension, unless the corporation is held in  
39 suspension by the Franchise Tax Board because of Section

1 23301, 23301.5, or 23775 of the Revenue and Taxation  
2 Code.

3 SEC. 25. Section 6210 of the Corporations Code is  
4 amended to read:

5 6210. (a) Every corporation shall, within 90 days  
6 after the filing of its original articles and biennially  
7 thereafter during the applicable filing period, file, on a  
8 form prescribed by the Secretary of State, a statement  
9 containing: (1) the names and complete business or  
10 residence addresses of its chief executive officer,  
11 secretary, and chief financial officer; and (2) the street  
12 address of its principal office in this state, if any.

13 (b) The statement required by subdivision (a) shall  
14 also designate, as the agent of the corporation for the  
15 purpose of service of process, a natural person residing in  
16 this state or any domestic or foreign or foreign business  
17 corporation that has complied with Section 1505 and  
18 whose capacity to act as an agent has not terminated. If  
19 a natural person is designated, the statement shall set  
20 forth the person's complete business or residence address.  
21 If a corporate agent is designated, no address for it shall  
22 be set forth.

23 (c) For the purposes of this section, the applicable  
24 filing period for a corporation shall be the calendar month  
25 during which its original articles were filed and the  
26 immediately preceding five calendar months. The  
27 Secretary of State shall mail a form for compliance with  
28 this section to each corporation approximately three  
29 months prior to the close of the applicable filing period.  
30 The form shall state the due date thereof and shall be  
31 mailed to the last address of the corporation according to  
32 the records of the Secretary of State. Neither the failure  
33 of the Secretary of State to mail the form nor the failure  
34 of the corporation to receive it is an excuse for failure to  
35 comply with this section.

36 (d) Whenever any of the information required by  
37 subdivision (a) is changed, the corporation may file a  
38 current statement containing all the information  
39 required by subdivisions (a) and (b). In order to change  
40 its agent for service of process or the address of the agent,

1 the corporation must file a current statement containing  
2 all the information required by subdivisions (a) and (b).  
3 Whenever any statement is filed pursuant to this section,  
4 it supersedes any previously filed statement and the  
5 statement in the articles as to the agent for service of  
6 process and the address of the agent.

7 (e) The Secretary of State may destroy or otherwise  
8 dispose of any statement filed pursuant to this section  
9 after it has been superseded by the filing of a new  
10 statement.

11 (f) This section shall not be construed to place any  
12 person dealing with the corporation on notice of, or under  
13 any duty to inquire about, the existence or content of a  
14 statement filed pursuant to this section.

15 SEC. 26. Section 8210 of the Corporations Code is  
16 amended to read:

17 8210. (a) Every corporation shall, within 90 days  
18 after the filing of its original articles and biennially  
19 thereafter during the applicable filing period, file, on a  
20 form prescribed by the Secretary of State, a statement  
21 containing: (1) the names and complete business or  
22 residence addresses of its chief executive officer,  
23 secretary, and chief financial officer; and (2) the street  
24 address of its principal office in this state, if any.

25 (b) The statement required by subdivision (a) shall  
26 also designate, as the agent of the corporation for the  
27 purpose of service of process, a natural person residing in  
28 this state or any domestic or foreign or foreign business  
29 corporation that has complied with Section 1505 and  
30 whose capacity to act as an agent has not terminated. If  
31 a natural person is designated, the statement shall set  
32 forth the person's complete business or residence address.  
33 If a corporate agent is designated, no address for it shall  
34 be set forth.

35 (c) For the purposes of this section, the applicable  
36 filing period for a corporation shall be the calendar month  
37 during which its original articles were filed and the  
38 immediately preceding five calendar months. The  
39 Secretary of State shall mail a form for compliance with  
40 this section to each corporation approximately three

1 months prior to the close of the applicable filing period.  
2 The form shall state the due date thereof and shall be  
3 mailed to the last address of the corporation according to  
4 the records of the Secretary of State. Neither the failure  
5 of the Secretary of State to mail the form nor the failure  
6 of the corporation to receive it is an excuse for failure to  
7 comply with this section.

8 (d) Whenever any of the information required by  
9 subdivision (a) is changed, the corporation may file a  
10 current statement containing all the information  
11 required by subdivisions (a) and (b). In order to change  
12 its agent for service of process or the address of the agent,  
13 the corporation must file a current statement containing  
14 all the information required by subdivisions (a) and (b).  
15 Whenever any statement is filed pursuant to this section,  
16 it supersedes any previously filed statement and the  
17 statement in the articles as to the agent for service of  
18 process and the address of the agent.

19 (e) The Secretary of State may destroy or otherwise  
20 dispose of any statement filed pursuant to this section  
21 after it has been superseded by the filing of a new  
22 statement.

23 (f) This section shall not be construed to place any  
24 person dealing with the corporation on notice of, or under  
25 any duty to inquire about, the existence or content of a  
26 statement filed pursuant to this section.

27 SEC. 27. Section 15800 of the Corporations Code is  
28 amended to read:

29 15800. Every partnership, other than a foreign  
30 limited partnership subject to Chapter 3 (commencing  
31 with Section 15611) or a commercial or banking  
32 partnership established and transacting business in a  
33 place without the United States, that is domiciled without  
34 this state and has no regular place of business within this  
35 state, shall, within 40 days from the time it commences to  
36 do business in this state, file a statement in the office of the  
37 Secretary of State in accordance with Section 24003  
38 designating some natural person or corporation as the  
39 agent of the partnership upon whom process issued by  
40 authority of or under any law of this state directed against

1 the partnership may be served. A copy of the designation,  
2 duly certified by the Secretary of State, is sufficient  
3 evidence of the appointment.

4 The process may be served in the manner provided in  
5 subdivision (e) of Section 24003 on the person so  
6 designated, or, in the event that no such person has been  
7 designated, or if the agent designated for the service of  
8 process is a natural person and cannot be found with due  
9 diligence at the address stated in the designation, or if the  
10 agent is a corporation and no person can be found with  
11 due diligence to whom the delivery authorized by  
12 subdivision (e) of Section 24003 may be made for the  
13 purpose of delivery to the corporate agent, or if the agent  
14 designated is no longer authorized to act, then service  
15 may be made by personal delivery to the Secretary of  
16 State, Assistant Secretary of State, or a Deputy Secretary  
17 of State of the process, together with a written statement  
18 signed by the party to the action seeking the service, or  
19 by the party's attorney, setting forth the last known  
20 address of the partnership and a service fee as set forth in  
21 Section 12197 of the Government Code. The Secretary of  
22 State shall ~~forthwith~~ *immediately* give notice of the  
23 service to the partnership by forwarding the process to it  
24 by registered mail, return receipt requested, at the  
25 address given in the written statement.

26 Service on the person designated, or personal delivery  
27 of the process and statement of address together with a  
28 service fee as set forth in Section 12197 of the  
29 Government Code to the Secretary of State, Assistant  
30 Secretary of State, or a Deputy Secretary of State,  
31 pursuant to this section is a valid service on the  
32 partnership. The partnership so served shall appear  
33 within 30 days after service on the person designated or  
34 within 30 days after delivery of the process to the  
35 Secretary of State, Assistant Secretary of State, or a  
36 Deputy Secretary of State.

37 SEC. 28. Section 16953 of the Corporations Code is  
38 amended to read:

39 16953. (a) To become a registered limited liability  
40 partnership, a partnership, other than a limited



1 partnership, shall file with the Secretary of State a  
2 registration, executed by one or more partners  
3 authorized to execute a registration, stating all of the  
4 following:

5 (1) The name of the partnership.

6 (2) The address of its principal office.

7 (3) The name and address of the agent for service of  
8 process on the limited liability partnership in California.

9 (4) A brief statement of the business in which the  
10 partnership engages.

11 (5) Any other matters that the partnership determines  
12 to include.

13 (6) That the partnership is registering as a registered  
14 limited liability partnership.

15 (b) The registration shall be accompanied by a fee as  
16 set forth in *subdivision (a) of* Section 12189 of the  
17 Government Code.

18 (c) The Secretary of State shall register as a registered  
19 limited liability partnership any partnership that submits  
20 a completed registration with the required fee.

21 (d) The Secretary of State may cancel the filing of the  
22 registration if a check or other remittance accepted in  
23 payment of the filing fee is not paid upon presentation.  
24 Upon receiving written notification that the item  
25 presented for payment has not been honored for  
26 payment, the Secretary of State shall give a first written  
27 notice of the applicability of this section to the agent for  
28 service of process or to the person submitting the  
29 instrument. Thereafter, if the amount has not been paid  
30 by cashier's check or equivalent, the Secretary of State  
31 shall give a second written notice of cancellation and the  
32 cancellation shall thereupon be effective. The second  
33 notice shall be given 20 days or more after the first notice  
34 and 90 days or less after the date of the original filing.

35 (e) A partnership becomes a registered limited  
36 liability partnership at the time of the filing of the initial  
37 registration with the Secretary of State or at any later date  
38 or time specified in the registration and the payment of  
39 the fee required by subdivision (b). A partnership  
40 continues as a registered limited liability partnership



1 until a notice that it is no longer a registered limited  
2 liability partnership has been filed pursuant to  
3 subdivision (b) of Section 16954 or, if applicable, until it  
4 has been dissolved and finally wound up. The status of a  
5 partnership as a registered limited liability partnership  
6 and the liability of a partner of the registered limited  
7 liability partnership shall not be adversely affected by  
8 errors or subsequent changes in the information stated in  
9 a registration under subdivision (a) or an amended  
10 registration or notice under Section 16954.

11 (f) The fact that a registration or amended registration  
12 pursuant to this section is on file with the Secretary of  
13 State is notice that the partnership is a registered limited  
14 liability partnership and of those other facts contained  
15 therein that are required to be set forth in the registration  
16 or amended registration.

17 (g) The Secretary of State shall provide a form for a  
18 registration under subdivision (a), which shall include  
19 the form for confirming compliance with the optional  
20 security requirement pursuant to subdivision (c) of  
21 Section 16956.

22 (h) A limited liability partnership providing  
23 professional limited liability partnership services in this  
24 state shall comply with all statutory and administrative  
25 registration or filing requirements of the state board,  
26 commission, or other agency that prescribes the rules and  
27 regulations governing the particular profession in which  
28 the partnership proposes to engage, pursuant to the  
29 applicable provisions of the Business and Professions  
30 Code relating to that profession. No such state board,  
31 commission, or other agency shall disclose, unless  
32 compelled by a subpoena or other order of a court of  
33 competent jurisdiction, any information it receives in the  
34 course of evaluating the compliance of a limited liability  
35 partnership with applicable statutory and administrative  
36 registration or filing requirements, provided that nothing  
37 in this section shall be construed to prevent a state board,  
38 commission, or other agency from disclosing the manner  
39 in which the limited liability partnership has complied  
40 with the requirements of Section 16956, or the



1 compliance or noncompliance by the limited liability  
2 partnership with any other requirements of the state  
3 board, commission, or other agency.

4 SEC. 29. Section 16954 of the Corporations Code is  
5 amended to read:

6 16954. (a) The registration of a registered limited  
7 liability partnership may be amended by an amended  
8 registration executed by one or more partners authorized  
9 to execute an amended registration and filed with the  
10 Secretary of State, as soon as reasonably practical after  
11 any information set forth in the registration or previously  
12 filed amended registration becomes inaccurate or to add  
13 information to the registration or amended registration.

14 (b) If a registered limited liability partnership ceases  
15 to be a registered limited liability partnership, it shall file  
16 with the Secretary of State a notice, executed by one or  
17 more partners authorized to execute the notice, that it is  
18 no longer a registered limited liability partnership. A tax  
19 clearance certificate issued by the Franchise Tax Board  
20 pursuant to Section ~~23098~~ 17948.1 of the Revenue and  
21 Taxation Code shall be filed with the notice.

22 (c) An amendment pursuant to subdivision (a) and a  
23 notice pursuant to subdivision (b) shall each be  
24 accompanied by a fee as set forth in *subdivision (c) of*  
25 Section 12189 of the Government Code.

26 (d) The Secretary of State shall provide forms for an  
27 amended registration under subdivision (a) and a notice  
28 under subdivision (b).

29 SEC. 30. Section 16959 of the Corporations Code is  
30 amended to read:

31 16959. (a) (1) Before transacting intrastate business  
32 in this state, a foreign limited liability partnership shall  
33 comply with all statutory and administrative registration  
34 or filing requirements of the state board, commission, or  
35 agency that prescribes the rules and regulations  
36 governing a particular profession in which the  
37 partnership proposes to be engaged, pursuant to the  
38 applicable provisions of the Business and Professions  
39 Code relating to the profession or applicable rules  
40 adopted by the governing board. A foreign limited

1 liability partnership that transacts intrastate business in  
2 this state shall within 30 days after the effective date of the  
3 act enacting this section or the date on which the foreign  
4 limited liability partnership first transacts intrastate  
5 business in this state, whichever is later, register with the  
6 Secretary of State by submitting to the Secretary of State  
7 an application for registration as a foreign limited liability  
8 partnership, signed by a person with authority to do so  
9 under the laws of the jurisdiction of formation of the  
10 foreign limited liability partnership, stating the name of  
11 the partnership, the address of its principal office, the  
12 name and address of its agent for service of process in this  
13 state, a brief statement of the business in which the  
14 partnership engages, and any other matters that the  
15 partnership determines to include.

16 (2) Annexed to the application for registration shall be  
17 a certificate from an authorized public official of the  
18 foreign limited liability partnership's jurisdiction of  
19 organization to the effect that the foreign limited liability  
20 partnership is in good standing in that jurisdiction, if the  
21 laws of that jurisdiction permit the issuance of those  
22 certificates, or, in the alternative, a statement by the  
23 foreign limited liability partnership that the laws of its  
24 jurisdiction of organization do not permit the issuance of  
25 those certificates.

26 (b) The registration shall be accompanied by a fee as  
27 set forth in *subdivision (b) of* Section 12189 of the  
28 Government Code.

29 (c) The Secretary of State shall register as a foreign  
30 limited liability partnership any partnership that submits  
31 a completed application for registration with the  
32 required fee.

33 (d) The Secretary of State may cancel the filing of the  
34 registration if a check or other remittance accepted in  
35 payment of the filing fee is not paid upon presentation.  
36 Upon receiving written notification that the item  
37 presented for payment has not been honored for  
38 payment, the Secretary of State shall give a first written  
39 notice of the applicability of this section to the agent for  
40 service of process or to the person submitting the

1 instrument. Thereafter, if the amount has not been paid  
2 by cashier's check or equivalent, the Secretary of State  
3 shall give a second written notice of cancellation and the  
4 cancellation shall thereupon be effective. The second  
5 notice shall be given 20 days or more after the first notice  
6 and 90 days or less after the original filing.

7 (e) A partnership becomes registered as a foreign  
8 limited liability partnership at the time of the filing of the  
9 initial registration with the Secretary of State or at any  
10 later date or time specified in the registration and the  
11 payment of the fee required by subdivision (b). A  
12 partnership continues to be registered as a foreign  
13 limited liability partnership until a notice that it is no  
14 longer so registered as a limited liability partnership has  
15 been filed pursuant to Section 16960 or, if applicable, once  
16 it has been dissolved and finally wound up. The status of  
17 a partnership registered as a foreign limited liability  
18 partnership and the liability of a partner of that foreign  
19 limited liability partnership shall not be adversely  
20 affected by errors or subsequent changes in the  
21 information stated in an application for registration  
22 under subdivision (a) or an amended registration or  
23 notice under Section 16960.

24 (f) The fact that a registration or amended registration  
25 pursuant to Section 16960 is on file with the Secretary of  
26 State is notice that the partnership is a foreign limited  
27 liability partnership and of those other facts contained  
28 therein that are required to be set forth in the registration  
29 or amended registration.

30 (g) The Secretary of State shall provide a form for a  
31 registration under subdivision (a), which shall include  
32 the form for confirming compliance with the optional  
33 security requirement pursuant to subdivision (c) of  
34 Section 16956.

35 (h) A foreign limited liability partnership transacting  
36 intrastate business in this state shall not maintain any  
37 action, suit, or proceeding in any court of this state until  
38 it has registered in this state pursuant to this section.

39 (i) Any foreign limited liability partnership that  
40 transacts intrastate business in this state without



1 registration is subject to a penalty of twenty dollars (\$20)  
2 for each day that unauthorized intrastate business is  
3 transacted, up to a maximum of ten thousand dollars  
4 (\$10,000).

5 (j) A partner of a foreign limited liability partnership  
6 is not liable for the debts or obligations of the foreign  
7 limited liability partnership solely by reason of its having  
8 transacted business in this state without registration.

9 (k) A foreign limited liability partnership, transacting  
10 business in this state without registration, appoints the  
11 Secretary of State as its agent for service of process with  
12 respect to causes of action arising out of the transaction  
13 of business in this state.

14 (l) “Transact intrastate business” as used in this  
15 section means to repeatedly and successively provide  
16 professional limited liability partnership services in this  
17 state, other than in interstate or foreign commerce.

18 (m) Without excluding other activities that may not  
19 be considered to be transacting intrastate business, a  
20 foreign limited liability partnership shall not be  
21 considered to be transacting intrastate business merely  
22 because its subsidiary or affiliate transacts intrastate  
23 business, or merely because of its status as any one or  
24 more of the following:

25 (1) A shareholder of a domestic corporation.

26 (2) A shareholder of a foreign corporation transacting  
27 intrastate business.

28 (3) A limited partner of a foreign limited partnership  
29 transacting intrastate business.

30 (4) A limited partner of a domestic limited  
31 partnership.

32 (5) A member or manager of a foreign limited liability  
33 company transacting intrastate business.

34 (6) A member or manager of a domestic limited  
35 liability company.

36 (n) Without excluding other activities that may not be  
37 considered to be transacting intrastate business, a foreign  
38 limited liability partnership shall not be considered to be  
39 transacting intrastate business within the meaning of this

1 subdivision solely by reason of carrying on in this state any  
2 one or more of the following activities:

3 (1) Maintaining or defending any action or suit or any  
4 administrative or arbitration proceeding, or effecting the  
5 settlement thereof or the settlement of claims or disputes.

6 (2) Holding meetings of its partners or carrying on any  
7 other activities concerning its internal affairs.

8 (3) Maintaining bank accounts.

9 (4) Maintaining offices or agencies for the transfer,  
10 exchange, and registration of the foreign limited liability  
11 partnership's securities or maintaining trustees or  
12 depositories with respect to those securities.

13 (5) Effecting sales through independent contractors.

14 (6) Soliciting or procuring orders, whether by mail or  
15 through employees or agents or otherwise, where those  
16 orders require acceptance without this state before  
17 becoming binding contracts.

18 (7) Creating or acquiring evidences of debt or  
19 mortgages, liens, or security interest in real or personal  
20 property.

21 (8) Securing or collecting debts or enforcing  
22 mortgages and security interests in property securing the  
23 debts.

24 (9) Conducting an isolated transaction that is  
25 completed within 180 days and not in the course of a  
26 number of repeated transactions of a like nature.

27 (o) A person shall not be deemed to be transacting  
28 intrastate business in this state merely because of its status  
29 as a partner of a registered limited liability partnership or  
30 a foreign limited liability company whether or not  
31 registered to transact intrastate business in this state.

32 (p) The Attorney General may bring an action to  
33 restrain a foreign limited liability partnership from  
34 transacting intrastate business in this state in violation of  
35 this chapter.

36 (q) Nothing in this section is intended to, or shall,  
37 augment, diminish, or otherwise alter existing provisions  
38 of law, statutes, or court rules relating to services by a  
39 California architect, California public accountant, or  
40 California attorney in another jurisdiction, or services by

1 an out-of-state architect, out-of-state public accountant,  
2 or out-of-state attorney in California.

3 SEC. 31. Section 16960 of the Corporations Code is  
4 amended to read:

5 16960. (a) The registration of a foreign limited  
6 partnership may be amended by an amended registration  
7 executed by one or more partners authorized to execute  
8 an amended registration and filed with the Secretary of  
9 State, as soon as reasonably practical after any  
10 information set forth in the registration or previously  
11 filed amended registration becomes inaccurate, to add  
12 information to the registration or amended registration  
13 or to withdraw its registration as a foreign limited liability  
14 partnership.

15 (b) If a foreign limited partnership ceases to be a  
16 limited liability partnership, it shall file with the Secretary  
17 of State a notice, executed by one or more partners  
18 authorized to execute the notice, that it is no longer a  
19 foreign limited liability partnership. A tax clearance  
20 certificate issued by the Franchise Tax Board pursuant to  
21 Section ~~23098~~ 17948.1 of the Revenue and Taxation Code  
22 shall be filed with the notice.

23 (c) A foreign limited liability partnership that is, but  
24 is no longer required to be, registered under Section  
25 16959 may withdraw its registration by filing a notice with  
26 the Secretary of State, executed by one or more partners  
27 authorized to execute the notice.

28 (d) The Secretary of State shall provide forms for an  
29 amended registration under subdivision (a) and notices  
30 under subdivisions (b) and (c).

31 (e) The filing of amended registration forms pursuant  
32 to subdivision (a) and a notice pursuant to subdivision (b)  
33 or (c) shall each be accompanied by a fee as set forth in  
34 *subdivision (d) of* Section 12189 of the Government  
35 Code.

36 SEC. 32. Section 16962 of the Corporations Code is  
37 amended to read:

38 16962. (a) Each registered limited liability  
39 partnership whose principal office is not in this state and  
40 each foreign limited liability partnership registered



1 under Section 16959 shall designate as its agent for service  
2 of process any natural person or a domestic or foreign  
3 corporation entitled to be designated as agent for the  
4 service of process pursuant to Section 1505.

5 (b) In addition to service that may be made as  
6 provided in Section 416.40 of the Code of Civil Procedure,  
7 delivery by hand of a copy of any process against a  
8 registered limited liability partnership or foreign limited  
9 liability partnership registered under Section 16959 (1) to  
10 any natural person designated by it as agent or (2), if a  
11 corporate agent has been designated, to any person  
12 named in the latest certificate of the corporate agent filed  
13 pursuant to Section 1505 at the office of that corporate  
14 agent shall constitute valid service on the registered  
15 limited liability partnership or foreign limited liability  
16 partnership.

17 (c) If an agent for the purpose of service of process has  
18 resigned and has not been replaced or if the agent  
19 designated cannot with reasonable diligence be found at  
20 the address designated for personally delivering the  
21 process, or if no agent has been designated, and it is shown  
22 by affidavit to the satisfaction of the court that process  
23 against a registered limited liability partnership or  
24 foreign limited liability partnership required to be  
25 registered under Section 16959 cannot be served with  
26 reasonable diligence upon the designated agent by hand  
27 in the manner provided in Section 415.10, subdivision (a)  
28 of Section 415.20, or subdivision (a) of Section 415.30 of  
29 the Code of Civil Procedure or upon the registered  
30 limited liability partnership or foreign limited liability  
31 partnership in the manner provided in Section 416.40 of  
32 the Code of Civil Procedure, the court may make an  
33 order that the service be made upon the registered  
34 limited liability partnership or foreign limited liability  
35 partnership by delivering by hand to the Secretary of  
36 State, or to any person employed in the Secretary of  
37 State's office in the capacity of assistant ~~to~~ or deputy, one  
38 copy of the process for each defendant to be served,  
39 together with a copy of the order authorizing that service.  
40 If the court makes that order, the Secretary of State who



1 receives the process, or the person employed in the  
2 Secretary of State's office in the capacity of assistant or  
3 deputy who receives the process, is required to accept  
4 ~~such~~ the process. A fee as set forth in *subdivision (b) of*  
5 Section 12197 of the Government Code shall be paid to  
6 the Secretary of State for the use of the state upon receipt  
7 of the process. Service in this manner shall be deemed  
8 complete on the 10th day after delivery of the process to  
9 the Secretary of State.

10 (d) Upon the receipt of the copy of process and the fee  
11 therefor, the Secretary of State shall give notice of the  
12 service of process to the registered limited liability  
13 partnership or foreign limited liability partnership  
14 registered under Section 16959 at its principal executive  
15 office, by forwarding to that office, by registered mail  
16 with request for return receipt, the copy of the process or,  
17 if the records of the Secretary of State do not disclose an  
18 address for that principal executive office, by forwarding  
19 the copy in the same manner to the last designated agent  
20 for service of process who has not resigned. If the agent  
21 for service of process has resigned and has not been  
22 replaced and the records of the Secretary of State do not  
23 disclose an address for its principal executive office, no  
24 action need be taken by the Secretary of State.

25 (e) The Secretary of State shall keep a record of all  
26 process served upon the Secretary of State under this  
27 section and shall record therein the time of service and  
28 the Secretary of State's action with reference thereto.  
29 The certificate of the Secretary of State, under the  
30 Secretary of State's official seal, certifying to the receipt  
31 of process, the giving of notice thereof to the registered  
32 limited liability partnership or foreign limited liability  
33 partnership, and the forwarding of the process pursuant  
34 to this section shall be competent and prima facie  
35 evidence of the matters stated therein.

36 (f) The court order pursuant to subdivision (c) that  
37 service of process be made upon the registered limited  
38 liability partnership or foreign limited liability  
39 partnership by delivery to the Secretary of State may be  
40 a court order of a court of another state, or of any federal

1 court, if the suit, action, or proceeding has been filed in  
2 that court.

3 SEC. 33. Section 17060 of the Corporations Code is  
4 amended to read:

5 17060. (a) Every limited liability company and every  
6 foreign limited liability company registered to transact  
7 intrastate business in this state shall file within 90 days  
8 after the filing of its original articles of organization and  
9 biennially thereafter during the applicable filing period,  
10 on a form prescribed by the Secretary of State, a  
11 statement containing:

12 (1) The name of the limited liability company and the  
13 Secretary of State's file number and, in the case of a  
14 foreign limited liability company, the state under the laws  
15 of which it is organized.

16 (2) The name and ~~street~~ address of the agent for  
17 service of process required to be maintained pursuant to  
18 subdivision (b) of Section 17057. If a corporate agent is  
19 designated, only the name of the agent shall be set forth.

20 (3) The street address of its principal executive office  
21 and, in the case of a domestic limited liability company,  
22 of the office required to be maintained pursuant to  
23 Section 17057.

24 (4) The name and complete business or residence  
25 addresses of any manager or managers and the chief  
26 executive officer, if any, appointed or elected in  
27 accordance with the articles of organization or operating  
28 agreement or, if no manager has been so elected or  
29 appointed, the name and business or residence address of  
30 each member.

31 (5) The general type of business that constitutes the  
32 principal business activity of the limited liability company  
33 (for example, manufacturer of aircraft; wholesale liquor  
34 distributor; *or* retail department store).

35 (b) If there has been no change in the information in  
36 the last filed statement of the limited liability company on  
37 file in the Secretary of State's office, the limited liability  
38 company may, in lieu of filing the statement required by  
39 subdivision (a), advise the Secretary of State, on a form  
40 prescribed by the Secretary of State, that no changes in

1 the required information have occurred during the  
2 applicable filing period.

3 (c) For the purposes of this section, the applicable  
4 filing period for a limited liability company shall be the  
5 calendar month during which its original articles of  
6 organization were filed or, in the case of a foreign limited  
7 liability company, the month during which its application  
8 for registration was filed, and the immediately preceding  
9 five calendar months. The Secretary of State shall mail a  
10 form for compliance with this section to each limited  
11 liability company approximately three months prior to  
12 the close of the applicable filing period. The form shall  
13 state the due date thereof and shall be mailed to the last  
14 address of the limited liability company according to the  
15 records of the Secretary of State. The failure of the limited  
16 liability company to receive the form shall not exempt the  
17 limited liability company from complying with this  
18 section.

19 (d) Whenever any of the information required by  
20 subdivision (a) changes, other than the name and ~~street~~  
21 address of the agent for service of process, the limited  
22 liability company may file a current statement containing  
23 all the information required by subdivision (a). When  
24 changing its agent for service of process or when the  
25 address of the agent changes, the limited liability  
26 company shall file a current statement containing all the  
27 information required by subdivision (a). Whenever any  
28 statement is filed pursuant to this section changing the  
29 name and ~~street~~ address of the agent for service of  
30 process, that statement supersedes any previously filed  
31 statement pursuant to this section, the statement in the  
32 original articles of organization, and the statement in any  
33 restated articles of organization that have been filed, or  
34 in the case of a foreign limited liability company, in the  
35 application for registration. Whenever restated articles of  
36 organization are filed, the statement therein, if any, of the  
37 name and ~~street~~ address of the agent for service of process  
38 supersedes any previously filed statement pursuant to  
39 this section.

(e) The Secretary of State may destroy or otherwise dispose of any statement filed pursuant to this section after it has been superseded by the filing of a new statement.

(f) This section shall not be construed to place any person dealing with the limited liability company on notice of, or under any duty to inquire about, the existence or content of a statement filed pursuant to this section.

SEC. 34. Section 17356 of the Corporations Code is amended to read:

17356. (a) (1) The managers shall cause to be filed in the office of, and on a form prescribed by, the Secretary of State, a certificate of dissolution upon the dissolution of the limited liability company pursuant to Chapter 8 (commencing with Section 17350), unless the event causing the dissolution is that specified in subdivision (c) of Section 17350, in which case the managers or members conducting the winding up of the limited liability company's affairs pursuant to Section 17352 shall have the obligation to file the certificate of dissolution.

(2) The certificate of dissolution shall set forth all of the following:

(A) The name of the limited liability company and the Secretary of State's file number.

(B) Any other information the managers or members filing the certificate of dissolution determine to include.

(3) If a dissolution pursuant to subdivision (b) of Section 17350 is made by the vote of all of the members and a statement to that effect is added to the certificate of cancellation of articles of organization pursuant to subdivision (b), the separate filing of a certificate of dissolution pursuant to this subdivision is not required.

(b) (1) The managers or members who filed the certificate of dissolution shall cause to be filed in the office of, and on a form prescribed by, the Secretary of State, a certificate of cancellation of articles of organization upon the completion of the winding up of the affairs of the limited liability company pursuant to Chapter 8 (commencing with Section 17350), unless the event

1 causing the dissolution is that specified in subdivision (c)  
2 of Section 17350, in which case the managers or members  
3 conducting the winding up of the limited liability  
4 company's affairs pursuant to Section 17352 shall have the  
5 obligation to file the certificate of cancellation of articles  
6 of organization.

7 (2) The certificate of cancellation of articles of  
8 organization shall set forth all of the following:

9 (A) The name of the limited liability company and the  
10 Secretary of State's file number.

11 (B) A statement that the tax liability will be satisfied  
12 on a taxes paid basis or that a person, limited liability  
13 company, or other business entity assumes the tax  
14 liability, if any, of the dissolving limited liability company  
15 as security for the issuance of a tax clearance certificate  
16 from the Franchise Tax Board and is responsible for  
17 additional taxes or fees, if any, that are assessed under the  
18 Revenue and Taxation Code and become due after the  
19 date of the assumption of tax liability.

20 (C) Any other information the managers or members  
21 filing the certificate of cancellation of articles of  
22 organization determine to include.

23 (3) The Secretary of State shall notify the Franchise  
24 Tax Board of the filing and shall forward to the Franchise  
25 Tax Board any statement of assumption of tax liability  
26 accompanying the certificate of cancellation. The  
27 Franchise Tax Board shall determine from the available  
28 evidence whether or not all taxes and fees imposed on the  
29 limited liability company under the Revenue and  
30 Taxation Code have been paid or secured and shall notify  
31 the taxpayer of any outstanding tax or fee liability and the  
32 necessity of satisfying that liability.

33 (4) The Franchise Tax Board shall notify the Secretary  
34 of State when all taxes and fees imposed on the limited  
35 liability company under the Revenue and Taxation Code  
36 have been paid or secured, at which time the limited  
37 liability company shall cease to exist as of the date of filing  
38 its certificate of cancellation of articles of organization.

39 (5) When a limited liability company files a certificate  
40 of cancellation of articles of organization, the Secretary of

1 State shall notify the limited liability company that the  
2 limited liability company will be dissolved as of the date  
3 of filing only if the Franchise Tax Board notifies the  
4 Secretary of State that all taxes and fees imposed on the  
5 limited liability company pursuant to Chapter 1.6 of Part  
6 II (commencing with Section 23091) of Division 2 of the  
7 Revenue and Taxation Code have been paid or secured.

8 SEC. 35. Section 17375 is added to the Corporations  
9 Code, to read:

10 17375. Nothing in this title shall be construed to  
11 permit a domestic or foreign limited liability company to  
12 render professional services, as defined in subdivision (a)  
13 of Section 13401, in this state.

14 SEC. 36. Section 17654 of the Corporations Code is  
15 amended to read:

16 17654. (a) A limited liability company that (1) fails to  
17 file a statement pursuant to Section 17060 for an  
18 applicable filing period, (2) has not filed a statement  
19 pursuant to Section 17060 during the preceding 24  
20 months, and (3) was certified for penalty pursuant to  
21 Section 17653 for the same filing period, shall be subject  
22 to suspension pursuant to this section rather than to  
23 penalty pursuant to Section 17653.

24 (b) When subdivision (a) is applicable, the Secretary  
25 of State shall mail a notice to the limited liability company  
26 informing the limited liability company that its powers,  
27 rights, and privileges will be suspended after 60 days if it  
28 fails to file a statement pursuant to Section 17060.

29 (c) After the expiration of the 60-day period without  
30 any statement filed pursuant to Section 17060, the  
31 Secretary of State shall notify the Franchise Tax Board of  
32 the suspension, and mail a notice of the suspension to the  
33 limited liability company and thereupon, except for the  
34 purpose of amending the articles of organization to set  
35 forth a new name, the powers, rights, and privileges of the  
36 limited liability company are suspended.

37 (d) A statement pursuant to Section 17060 may be filed  
38 notwithstanding suspension of the powers, rights, and  
39 privileges pursuant to this section or Section 23301 or  
40 23301.5 of the Revenue and Taxation Code. Upon the

1 filing of a statement pursuant to Section 17060 by a  
2 limited liability company that has suffered suspension  
3 pursuant to this section, the Secretary of State shall certify  
4 that fact to the Franchise Tax Board and the limited  
5 liability company may thereupon be relieved from  
6 suspension unless the limited liability company is held in  
7 suspension by the Franchise Tax Board by reason of  
8 Section 23301 or 23301.5 of the Revenue and Taxation  
9 Code.

10 SEC. 37. Chapter 15 (commencing with Section  
11 17700) of Title 2.5 of the Corporations Code is repealed.

12 SEC. 38. Section 21304 of the Corporations Code is  
13 amended to read:

14 21304. The Secretary of State shall charge and collect  
15 a fee as set forth in paragraph (2) of subdivision (b) *of*  
16 Section 12191 of the Government Code for each  
17 registration made under this chapter.

18 SEC. 39. Section 24003 of the Corporations Code is  
19 amended to read:

20 24003. (a) An unincorporated association may file  
21 with the Secretary of State on a form prescribed by the  
22 Secretary of State a statement containing either of the  
23 following:

24 (1) A statement designating the location and complete  
25 address of the association's principal office in this state.  
26 Only one such place may be designated.

27 (2) A statement (i) designating the location and  
28 complete address of the association's principal office in  
29 this state in accordance with paragraph (1) or, if the  
30 association does not have an office in this state,  
31 designating the complete address of the association to  
32 which the Secretary of State shall send any notices  
33 required to be sent to the association under Sections 24005  
34 and 24006, and (ii) designating as agent of the association  
35 for service of process any natural person residing in this  
36 state or any corporation that has complied with Section  
37 1505 and whose capacity to act as an agent has not  
38 terminated.

39 (b) If a natural person is designated as agent for  
40 service of process, the statement shall set forth the



1 person's complete business or residence address. If a  
2 corporate agent is designated, no address for it shall be set  
3 forth.

4 (c) Presentation for filing of a statement and one copy,  
5 tender of the filing fee, and acceptance of the statement  
6 by the office of the Secretary of State constitutes filing  
7 under this section. The Secretary of State shall note upon  
8 the copy of the statement the file number and the date  
9 of filing the original and deliver or send the copy to the  
10 unincorporated association filing the statement.

11 (d) At any time, an unincorporated association that  
12 has filed a statement under this section may file a new  
13 statement superseding the last previously filed  
14 statement. If the new statement does not designate an  
15 agent for service of process, the filing of the new  
16 statement shall be deemed to revoke the designation of  
17 an agent previously designated. A statement filed under  
18 this section expires five years from December 31  
19 following the date it was filed in the office of the Secretary  
20 of State, unless previously superseded by the filing of a  
21 new statement.

22 (e) Delivery by hand of a copy of any process against  
23 the unincorporated association (1) to any natural person  
24 designated by it as agent, or (2) if the association has  
25 designated a corporate agent, to any person named in the  
26 last certificate of the corporate agent filed pursuant to  
27 Section 1505 at the office of the corporate agent shall  
28 constitute valid service on the association.

29 (f) For filing a statement as provided in this section,  
30 the Secretary of State shall charge and collect the fee  
31 prescribed in paragraph (1) of subdivision (b) of Section  
32 12191 of the Government Code for filing a designation of  
33 agent.

34 SEC. 40. Section 24004 of the Corporations Code is  
35 amended to read:

36 24004. (a) The Secretary of State shall mark each  
37 statement filed under Section 24003 with a consecutive  
38 file number and the date of filing. He or she may destroy  
39 or otherwise dispose of any such statement four years  
40 after the statement expires. In lieu of retaining the

1 original statement, the Secretary of State may retain a  
2 copy thereof in accordance with Section 14756 of the  
3 Government Code.

4 (b) The Secretary of State shall index each statement  
5 filed under Section 24003 according to the name of the  
6 unincorporated association as set out in the statement and  
7 shall enter in the index the file number and the address  
8 of the association as set out in the statement and, if an  
9 agent for service of process is designated in the statement,  
10 the name of the agent and, if a natural person is  
11 designated as the agent, the address of that person.

12 (c) Upon request of any person, the Secretary of State  
13 shall issue a certificate showing whether, according to the  
14 records of the office of the Secretary of State, there is on  
15 file on the date and hour stated therein, any presently  
16 effective statement filed under Section 24003 for an  
17 unincorporated association using a specific name  
18 designated by the person making the request. If such a  
19 statement is on file, the certificate shall include the  
20 information required by subdivision (b) to be included in  
21 the index. The fee for ~~such a~~ the certificate is as set forth  
22 in Section 12183 of the Government Code.

23 (d) When a statement has expired under subdivision  
24 (d) of Section 24003, the Secretary of State shall enter that  
25 fact in the index together with the date of the expiration.

26 (e) Four years after a statement has expired, the  
27 Secretary of State may delete the information concerning  
28 that statement from the index.

29 SEC. 41. Section 5805 of the Financial Code is  
30 repealed.

31 SEC. 42. Section 6518 of the Government Code is  
32 amended to read:

33 6518. (a) A joint powers agency, without being  
34 subject to any limitations of any party to the joint powers  
35 agreement pursuant to Section 6509, may also finance or  
36 refinance the acquisition or transfer of transit equipment  
37 or transfer federal income tax benefits with respect to any  
38 transit equipment by executing agreements, leases,  
39 purchase agreements, and equipment trust certificates in  
40 the forms customarily used by a private corporation

1 engaged in the transit business to effect purchases of  
2 transit equipment, and dispose of the equipment trust  
3 certificates by negotiation or public sale upon terms and  
4 conditions authorized by the parties to the agreement.  
5 Payment for transit equipment, or rentals therefor, may  
6 be made in installments, and the deferred installments  
7 may be evidenced by equipment trust certificates  
8 payable from any source or sources of funds specified in  
9 the equipment trust certificates that are authorized by  
10 the parties to the agreement. Title to the transit  
11 equipment shall not vest in the joint powers agency until  
12 the equipment trust certificates are paid.

13 (b) An agency that finances or refinances transit  
14 equipment or transfers federal income tax benefits with  
15 respect to transit equipment under subdivision (a) may  
16 provide in the agreement to purchase or lease transit  
17 equipment any of the following:

18 (1) A direction that the vendor or lessor shall sell and  
19 assign or lease the transit equipment to a bank or trust  
20 company, duly authorized to transact business in the state  
21 as trustee, for the benefit and security of the equipment  
22 trust certificates.

23 (2) A direction that the trustee shall deliver the transit  
24 equipment to one or more designated officers of the  
25 entity.

26 (3) An authorization for the joint powers agency to  
27 execute and deliver simultaneously therewith an  
28 installment purchase agreement or a lease of equipment  
29 to the joint powers agency.

30 (c) An agency that finances or refinances transit  
31 equipment or transfers federal income tax benefits with  
32 respect to transit equipment under subdivision (a) shall  
33 do all of the following:

34 (1) Have each agreement or lease duly acknowledged  
35 before a person authorized by law to take  
36 acknowledgments of deeds and be acknowledged in the  
37 form required for acknowledgment of deeds.

38 (2) Have each agreement, lease, or equipment trust  
39 certificate authorized by resolution of the joint powers  
40 agency.



(3) Include in each agreement, lease, or equipment trust certificate any covenants, conditions, or provisions that may be deemed necessary or appropriate to ensure the payment of the equipment trust certificate from legally available sources of funds, as specified in the equipment trust certificates.

(4) Provide that the covenants, conditions, and provisions of an agreement, lease, or equipment trust certificate do not conflict with any of the provisions of any trust agreement securing the payment of any bond, note, or certificate of the joint powers agency.

(5) File an executed copy of each agreement, lease, or equipment trust certificate in the office of the Secretary of State, and pay the fee, as set forth in *paragraph (3) of subdivision (a) of* Section 12195 of the Government Code, for each copy filed.

(d) The Secretary of State may charge a fee for the filing of an agreement, lease, or equipment trust certificate under this section. The agreement, lease, or equipment trust certificate shall be accepted for filing only if it expressly states thereon in an appropriate manner that it is filed under this section. The filing constitutes notice of the agreement, lease, or equipment trust certificate to any subsequent judgment creditor or any subsequent purchaser.

(e) Each vehicle purchased or leased under this section shall have the name of the owner or lessor plainly marked on both sides thereof followed by the appropriate words "Owner and Lessor" or "Owner and Vendor," as the case may be.

SEC. 43. Section 12164.5 of the Government Code is repealed.

SEC. 44. Section 12164.7 of the Government Code is repealed.

SEC. 45. Section 12168.5 of the Government Code is amended to read:

12168.5. (a) When not inconsistent with other provisions of law, in lieu of filing or recording documents presented in paper format, the Secretary of State may adopt rules and regulations to authorize the electronic

1 filing, including filing by facsimile, of any document  
2 required to be filed with the Secretary of State under any  
3 act administered by the Secretary of State. The rules and  
4 regulations may set forth standards for the acceptance of  
5 a signature in a form other than the proper handwriting  
6 of the person filing a document that requires his or her  
7 signature. A signature on a document electronically filed  
8 or filed by facsimile in accordance with those rules and  
9 regulations is prima facie evidence for all purposes that  
10 the document actually was signed by the person whose  
11 signature appears on the electronically filed document or  
12 facsimile.

13 The filing or recording shall constitute a unique  
14 computerized informational record. The record need not  
15 be retained in the form in which it is received, if the  
16 technology used to retain the record results in a  
17 permanent record that does not permit additions,  
18 deletions, or changes in the original document and from  
19 which an accurate image may be created during the  
20 period for which the record is required to be retained.

21 The filing officer may employ a system of  
22 microphotography, optical disk, or reproduction by other  
23 techniques that do not permit additions, deletions, or  
24 changes to the original document.

25 (b) All film used in the microphotography process  
26 shall comply with minimum standards of quality  
27 approved by the United States Bureau of Standards and  
28 the American National Standards Institute. A true copy  
29 of the microfilm, optical disk, or other storage medium  
30 shall be kept in a safe and separate place for security  
31 purposes. A reproduction of any document filed,  
32 recorded, stored, or retained on microfilm, optical disk,  
33 or by other technology pursuant to this section shall be as  
34 admissible in any court as the original itself.

35 The Secretary of State shall obtain the approval of the  
36 Fair Political Practices Commission before applying this  
37 section to a filing or recording under the Political Reform  
38 Act of 1974 (Title 9 (commencing with Section 81000)).

39 SEC. 46. Section 12175 is added to the Government  
40 Code, to read:

1 12175. The Secretary of State shall keep a fee book.  
 2 There shall be entered in the book all fees, commissions,  
 3 and compensation of whatever nature or kind that are  
 4 earned, collected, or charged, with the date, name of  
 5 payer, paid or not paid, and the nature of the service in  
 6 each case. The book shall be verified annually by the  
 7 Secretary of State's affidavit entered therein.

8 SEC. 47. Section 12176 is added to the Government  
 9 Code, to read:

10 12176. (a) Commencing July 1, 1992, all fees  
 11 collected by the Secretary of State's office pursuant to the  
 12 Business and Professions Code, Code of Civil Procedure,  
 13 Commercial Code, Corporations Code, Food and  
 14 Agricultural Code, Harbors and Navigation Code, and  
 15 this code, excluding Section 81008 of this code, shall be  
 16 paid into the Secretary of State's Business Fees Fund  
 17 which was created by former Section 12181 and is hereby  
 18 continued in existence in the State Treasury for the  
 19 administration of that portion of the Secretary of State's  
 20 functions under these codes.

21 (b) It is the intent of the Legislature that moneys  
 22 deposited into the Secretary of State's Business Fees Fund  
 23 shall be used to support the programs from which fees are  
 24 collected. It is further the intent of the Legislature that  
 25 fees shall be sufficient to cover the costs of these programs  
 26 and shall be expended, commencing in the 1992-93 fiscal  
 27 year, to the extent that appropriations are made in the  
 28 annual Budget Act. All fees collected, and any interest  
 29 earned thereon, in excess of the authority of the Secretary  
 30 of State to expend pursuant to the annual Budget Act,  
 31 shall be transferred to the Business Programs Account,  
 32 hereby established within the Secretary of State's  
 33 Business Fees Fund, and shall be used by the Secretary of  
 34 State, upon appropriation by the Legislature, for the  
 35 support of the programs from which fees are collected.

36 At least weekly, all fees collected by the Secretary of  
 37 State shall be paid into the State Treasury.

38 SEC. 48. Section 12177 is added to the Government  
 39 Code, to read:

1 12177. For services performed in his or her office, the  
2 Secretary of State shall charge and collect the fees fixed  
3 in this article.

4 SEC. 49. Section 12178 is added to the Government  
5 Code, to read:

6 12178. No member of the Legislature or state officer  
7 shall be charged for any search relative to matters  
8 appertaining to the duties of his or her office, nor shall he  
9 or she be charged any fee for a certified copy of any law  
10 or resolution passed by the Legislature relative to his or  
11 her official duties.

12 SEC. 50. Section 12178.1 is added to the Government  
13 Code, to read:

14 12178.1. (a) Except for copies of documents on file  
15 prepared pursuant to Section 12182, the fee for preparing  
16 a copy of any law, resolution, record, or other document  
17 on file in the office of the Secretary of State, is one dollar  
18 (\$1) for the first page, and fifty cents (\$0.50) for each  
19 additional page.

20 (b) Except for copies of documents on file prepared  
21 pursuant to subdivision (a), the Secretary of State shall  
22 provide compilations, indexes, extracts, or summaries of  
23 information, including computer information, contained  
24 in the public records of the Secretary of State at a charge  
25 sufficient to recover costs. Except where a fee or charge  
26 is prescribed by statute, the fee or charge imposed  
27 pursuant to this subdivision shall not exceed ten dollars  
28 (\$10) per inquiry.

29 (c) Except as provided in Section 12185, the fee for  
30 comparing a copy of any law, resolution, record, or other  
31 document or paper with the original, or the certified copy  
32 of the original, on file in the office of the Secretary of  
33 State, is three dollars (\$3).

34 (d) The Secretary of State may enter into contracts to  
35 provide information and copies and access to  
36 information, including direct access to computer  
37 information. The contracts may include reasonable  
38 conditions for access to information. The amounts  
39 payable pursuant to these contracts shall be sufficient to  
40 recover costs.



(e) The Secretary of State may require persons and firms regularly using the research facilities of the Secretary of State to use those research facilities only pursuant to a contract under subdivision (d).

(f) All fees, reimbursements, and contract amounts pursuant to this section shall be accounted as Secretary of State expenditure reimbursements.

(g) Fees for special handling pursuant to Section 12182 are in addition to amounts pursuant to this section.

SEC. 51. Section 12179 is added to the Government Code, to read:

12179. The fee for attesting each patent for land issued by the Governor is one dollar (\$1) for each 160 acres, or fraction thereof.

SEC. 52. Section 12179.1 is added to the Government Code, to read:

12179.1. The fee for attesting each commission, passport, or other document signed by the Governor is ten dollars (\$10).

A fee shall not be charged for attesting pardons, extradition papers, military commissions, and commissions issued to nonsalaried state officers other than notaries public.

SEC. 53. Article 3 (commencing with Section 12180) of Chapter 3 of Part 2 of Division 3 of Title 2 of the Government Code is repealed.

SEC. 54. Article 3 (commencing with Section 12180) is added to Chapter 3 of Part 2 of Division 3 of Title 2 of the Government Code, to read:

### Article 3. Business Programs

12180. The Secretary of State's office may adopt rules and regulations as necessary to carry out this article, in accordance with Chapter 3.5 (commencing with Section 11340) of Part 1.

12182. The Secretary of State shall charge and collect fees as provided in this article and may also by regulation establish fees to be charged and collected for copying and special handling in connection with filing of documents,

1 issuing of certificates, and other services performed by  
2 the office. The fees shall approximate the estimated cost  
3 of copying and special handling. Copying and special  
4 handling fees shall be accounted as Secretary of State  
5 expenditure reimbursements.

6 12182.1. The Secretary of State shall establish by  
7 regulation an application, examination, and commission  
8 fee that shall not exceed the amount necessary to cover  
9 the costs of commissioning notaries public and the  
10 enforcement of laws governing notaries public. The fee  
11 shall not exceed one hundred dollars (\$100) per  
12 commission.

13 12183. The Secretary of State shall charge and collect  
14 the following fees for certification:

15 (a) Certification of a document: Five dollars (\$5).

16 (b) Certificate of status or filing: Five dollars (\$5).

17 (c) Certificate of information: ~~Five dollars (\$5)~~ *Ten*  
18 *dollars (\$10)*.

19 12185. Upon the filing of any document pursuant to  
20 any provision of the Corporations Code for which there  
21 is a filing fee of ~~fifteen dollars (\$15)~~ *twenty-five dollars*  
22 *(\$25)* or more, the Secretary of State shall compare and  
23 certify up to two copies without charge, provided that the  
24 copies are submitted to the Secretary of State with the  
25 original to be filed.

26 12186. The fees for corporate filings are the following:

27 (a) Issuing a certificate of reservation of corporate  
28 name: Ten dollars (\$10).

29 (b) Registering a corporate name for the calendar  
30 year pursuant to Section 2101 of the Corporations Code:  
31 Fifty dollars (\$50).

32 (c) Filing articles of incorporation providing for  
33 shares: One hundred dollars (\$100).

34 (d) Filing articles of incorporation not providing for  
35 shares: Thirty dollars (\$30).

36 (e) Filing the statement and designation upon the  
37 qualification of a foreign, nonprofit, nonstock  
38 corporation, and of a foreign corporation organized for  
39 educational, religious, scientific, or charitable purposes,  
40 and not issuing shares: Thirty dollars (\$30).

(f) Filing the statement and designation upon the qualification of any other foreign corporation not provided for in subdivision (e): One hundred dollars (\$100).

(g) Filing the biennial statement of information for every corporation: Twenty dollars (\$20).

(h) Filing the biennial statement of information for every foreign corporation (other than a foreign association) qualified to transact intrastate business: Twenty dollars (\$20).

(i) Filing changes to any biennial statement of information: No fee.

(j) Filing for the merger of one corporation solely with one or more other corporations: One hundred dollars (\$100).

(k) Filing for the merger of one or more corporations with one or more other types of business entities: One hundred fifty dollars (\$150).

(l) Filing a certificate of amendment changing the status of a nonprofit corporation into a stock corporation: Seventy dollars (\$70).

(m) Filing a certificate of election to dissolve a corporation, a certificate of dissolution of a corporation, or a certificate of surrender, or of change of address: No fee.

(n) Filing a statement of address by a foreign lending institution on or before June 30 of each year pursuant to Section 2104 of the Corporations Code: Fifty dollars (\$50).

(o) Filing any other instrument by or on behalf of a corporation, unless another fee is specified by law: Thirty dollars (\$30).

12187. The general partnership filing fees are the following:

(a) Filing a statement of partnership: Seventy dollars (\$70).

(b) Filing a statement of dissolution for the purposes of canceling a statement of partnership: No fee.

(c) Filing any other partnership statement pursuant to this chapter, unless another fee is specified by law or the

1 law specifies that no fee is to be charged: Thirty dollars  
2 (\$30).

3 12188. The limited partnership filing fees are the  
4 following:

5 (a) Issuing a certificate of reservation of limited  
6 partnership name: Ten dollars (\$10).

7 (b) Filing a certificate of limited partnership or an  
8 application for registration as a foreign limited  
9 partnership: Seventy dollars (\$70).

10 (c) Filing an amendment, *including restatements*, to  
11 the certificate of limited partnership or to the application  
12 of a foreign limited partnership: Thirty dollars (\$30).

13 (d) Filing a certificate of continuation for a domestic  
14 limited partnership after a certificate of dissolution has  
15 been filed: Thirty dollars (\$30).

16 (e) Filing a certificate of dissolution or certificate of  
17 cancellation by a limited partnership, either domestic or  
18 foreign: No fee.

19 (f) Filing a certificate of merger pursuant to Section  
20 15678.4 of the Corporations Code, for the merger of one  
21 limited partnership with one or more other limited  
22 partnerships: Seventy dollars (\$70).

23 (g) Filing merger documents for the merger of one or  
24 more limited partnerships with one or more other types  
25 of business entities: One hundred fifty dollars (\$150).

26 12189. The limited liability partnership filing fees are  
27 the following:

28 (a) Filing a registration for a registered limited  
29 liability partnership: Seventy dollars (\$70).

30 (b) Filing a registration for a foreign limited liability  
31 partnership: Seventy dollars (\$70).

32 (c) Filing an amendment to the registration of a  
33 limited liability partnership registration: Thirty dollars  
34 (\$30).

35 (d) Filing an amendment to the registration of a  
36 foreign limited liability partnership: Thirty dollars (\$30).

37 (e) Filing a notice of change of status pursuant to  
38 subdivision (b) of Section 16954 of the Corporations  
39 Code: Thirty dollars (\$30).

1 (f) Filing any other partnership statement for a  
2 limited liability partnership, unless another fee is  
3 specified by law or the law specifies that no fee is to be  
4 charged: Thirty dollars (\$30).

5 12190. The limited liability company filing fees are  
6 the following:

7 (a) Issuing a certificate of reservation of limited  
8 liability company name: Ten dollars (\$10).

9 (b) Filing articles of organization of a limited liability  
10 company: Seventy dollars (\$70).

11 (c) Filing an application for registration as a foreign  
12 limited liability company: Seventy dollars (\$70).

13 (d) Filing a certificate of amendment to the articles of  
14 organization of a limited liability company: Thirty dollars  
15 (\$30).

16 (e) Filing restated articles of organization of a limited  
17 liability company: Thirty dollars (\$30).

18 (f) Filing an amendment to the application for  
19 registration as a foreign limited liability company: Thirty  
20 dollars (\$30).

21 (g) Filing a certificate of correction for a limited  
22 liability company: Thirty dollars (\$30).

23 (h) Filing a certificate of continuation for a limited  
24 liability company after a certificate of dissolution has  
25 been filed: Thirty dollars (\$30).

26 (i) Filing a certificate of merger for a merger of a  
27 limited liability company with one or more other limited  
28 liability companies: Seventy dollars (\$70).

29 (j) Filing a certificate of merger for a merger of one or  
30 more limited liability companies with one or more other  
31 business entities: One hundred fifty dollars (\$150).

32 (k) Filing the biennial statement of information of a  
33 limited liability company or of a foreign limited liability  
34 company: Twenty dollars (\$20).

35 (l) Filing changes to any biennial statement of  
36 information: No fee.

37 (m) Filing a certificate of dissolution or a certificate of  
38 cancellation of articles of organization for purposes of the  
39 dissolution of a limited liability company: No fee.

(n) Filing a certificate of cancellation for purposes of the cancellation of registration of a foreign limited liability company: No fee.

(o) Filing any instrument by or on behalf of a limited liability company, unless another fee is specified by law or the law specifies that no fee is to be charged: Thirty dollars (\$30).

12191. The miscellaneous business entity filing fees are the following:

(a) Foreign Associations, as defined in Sections 170 and 171 of the Corporations Code:

(1) Filing the statement and designation upon the qualification of a foreign association pursuant to Section 2105 of the Corporations Code: One hundred dollars (\$100).

(2) Filing an amended statement and designation by a foreign association pursuant to Section 2107 of the Corporations Code: Thirty dollars (\$30).

(3) Filing a certificate showing the surrender of the right of a foreign association to transact intrastate business pursuant to Section 2112 of the Corporations Code: No fee.

(b) Unincorporated Associations:

(1) Filing a statement in accordance with Section 24003 of the Corporations Code as to principal place of office or place for sending notices or designating agent for service: Twenty-five dollars (\$25).

(2) Insignia Registrations: Ten dollars (\$10).

12192. The filing fees for a nonprofit mutual benefit ridesharing corporation are the following:

(a) Nonprofit mutual benefit corporation having as its sole purpose the operation of a single ridesharing vanpool vehicle designed for transporting at least seven persons, including the driver, under an arrangement in which ridesharing is incidental to another purpose of the driver: No fee.

(b) For purposes of this section ridesharing shall have the meaning specified in Section 522 of the Vehicle Code.

12193. The trademark and service mark fees are the following:

- 1 (a) Filing an application for registration of a
- 2 trademark: Seventy dollars (\$70).
- 3 (b) Issuing a certificate of assignment of a trademark:
- 4 Thirty dollars (\$30).
- 5 (c) Filing a renewal for registration of a trademark:
- 6 Thirty dollars (\$30).
- 7 (d) Filing of a name, mark, or device used as a brand:
- 8 Thirty dollars (\$30).
- 9 (e) Issuing a certificate of filing of a laundry supply
- 10 designation: Ten dollars (\$10).
- 11 (f) Filing the registration of any name *used by an*
- 12 *organization*: Ten dollars (\$10).
- 13 (g) Issuing a certificate with the name of a farm, ranch,
- 14 or villa: Ten dollars (\$10).
- 15 12194. The fees for filing liens pursuant to the Code of
- 16 Civil Procedure and for filing financing statements and
- 17 other Commercial Code filings are the following:
- 18 (a) Filing and indexing of each notice of lien or
- 19 certificate of notice affecting the lien-~~is~~: Ten dollars (\$10).
- 20 (b) All financing statements or other Commercial
- 21 Code filings: If the statement is in the standard form
- 22 prescribed by the Secretary of State: Ten dollars (\$10); all
- 23 others: Twenty dollars (\$20).
- 24 (c) *Filing a certificate of release of a state tax lien: Two*
- 25 *dollars (\$2).*
- 26 12195. (a) Special ~~filings~~ *filing* fees for joint powers
- 27 agreements are the following:
- 28 (1) Filing a notice of a joint powers agreement: One
- 29 dollar (\$1).
- 30 (2) Filing an amendment of a joint powers agreement:
- 31 One dollar (\$1).
- 32 (3) Filing an executed copy of each agreement, lease,
- 33 or equipment trust certificate for an agency that financed
- 34 or refinanced transit equipment or transferred federal
- 35 income tax benefits with respect to transit equipment
- 36 pursuant to subdivision (a) of Section 6518: One dollar
- 37 (\$1).
- 38 (b) Special filing fees for athlete agents are the
- 39 following:



1 (1) Filing an athlete agent disclosure statement:  
2 Thirty dollars (\$30).

3 (2) Filing an amendment to an athlete agent  
4 disclosure statement: Twenty dollars (\$20).

5 (c) Special filing fees for a durable power of attorney  
6 for health care are the following:

7 (1) Filing a durable power of attorney for health care  
8 registration: No fee.

9 (2) Filing an amendment to a durable power of  
10 attorney for health care: No fee.

11 (d) The special filing fee for registering a claim as  
12 successor in interest is ten dollars (\$10).

13 (e) The special filing fee for issuing a certificate of  
14 official character is twenty dollars (\$20).

15 12197. The Secretary of State shall charge and collect,  
16 as applicable, fees for the following:

17 (a) Service of process, as provided in Section 15800 of  
18 the Corporations Code, for every partnership other than  
19 a foreign limited partnership subject to Article 9  
20 (commencing with Section 15691) of Chapter 3 of Title  
21 2 of the Corporations Code or a commercial banking  
22 partnership established and transacting business in a  
23 place without the United States, which is domiciled  
24 without this state and has no regular place of business  
25 within the state: Fifty dollars (\$50).

26 (b) Service of process for each registered limited  
27 liability partnership whose principal office is not in this  
28 state and each foreign limited liability partnership  
29 registered under Section 16959 of the Corporations Code:  
30 Fifty dollars (\$50).

31 (c) Acceptance of copies of process against a  
32 corporation, firm, partnership, limited liability company,  
33 association, business trust, or natural person: Fifty dollars  
34 (\$50), unless another fee is specified by law or the law  
35 specifies that no fee is to be charged.

36 (d) *Filing a statement of resignation as an agent*  
37 *pursuant to paragraph (2) of subdivision (d) of Section*  
38 *17061 of the Corporations Code for an individual or entity*  
39 *previously designated as an agent for service of process by*  
40 *a limited liability company: No fee.*

1 SEC. 55. Section 601 of the Harbors and Navigation  
2 Code is repealed.  
3 SEC. 56. Section 602 of the Harbors and Navigation  
4 Code is repealed.  
5 SEC. 57. Section 603 of the Harbors and Navigation  
6 Code is repealed.  
7 SEC. 58. Section 604 of the Harbors and Navigation  
8 Code is repealed.  
9 SEC. 59. Section 21414 of the Public Utilities Code is  
10 repealed.

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